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Disclosure Brochure

Form ADV Part 2A

This brochure ("Brochure") provides information about the qualifications and business practices of Upside Financial, LLC ("Upside" or "the Firm"). 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.

If you have any questions about the contents of this Brochure or its Supplement(s), you can call us at 888-506-1850 or email us at advisor@gainupside.com. Additional information about Upside and supervised persons registered under the firm is also available on the SEC's Investment Adviser Public Disclosure ("IAPD"). You can access IAPD at www.adviserinfo.sec.gov.

Item 2. Material Changes

Filing date of last annual ADV update: July 22, 2013.

This is the third Brochure filed by Upside. There were no material changes to the disclosure brochure regarding the answers to any of the Form's questions.

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Item 4. Advisory Business

A. Upside Description

Firm Profile

Upside is a technology-based investment manager and advisor that uses behavioral economics to make personal investing intuitive and accessible. Upside provides advice and investment management through, its website, www.gainupside.com (the "Platform") to its clients ("Clients"). Upside may also, at its sole discretion, from time-to-time, provide advice through additional channels, including, but not limited to, electronic mail, web chat, and telephone (together with the Platform, "Services").

Years in Business

Date of formation: May 12, 2012

Date of initial investment adviser registration: May 20, 2013

Principal Owners

Upside is a privately held company. The Helpful Financial Services Company, LLC is a Principal Owner which owns and controls more than 25% of Upside.

B. Upside's Advisory Services

Upside offers simple and intuitive advisory services. This service offering makes professional portfolio management available to the public using behavioral finance models. The Firm also provides education, guidance, and answers to common questions about a range of financial topics, including meeting clients' goals.

C. Customization of Advisory Services

Through its Services, Upside helps Clients create investment plans ("Plan" or "Plans") that include optimized portfolios designed to reach Clients' specific investment goals. The process begins with the client's selection of a goal through the Platform. The Client then answers a series of questions about her specific investment objective and financial plans. Based on the answers provided by the Client, Upside recommends a portfolio of investments optimized to reach the Client's objective in the time period specified. The Client finally reviews and adjusts the Plan to ensure that the risk she faces to reaching her goal is appropriate to her risk tolerance. Once a Plan is created, Upside provides ongoing rebalancing and portfolio adjustment over time, tailored to each Plan.

Services performed by Upside are based on the specific needs of each Client, and subject to certain product features and account limitations, as described further below (see "Types of Clients"). A Client's investment account with Upside ("Client Account" or "Account") is opened and maintained according to the Client Account Agreement ("Account Agreement") which describes the scope of authority granted to Upside by the Client.

D. Wrap Fee Program Participation

None of the Firm's investment advisory services involves the use of wrap programs.

E. Assets Under Management ("AUM")¹

Upside manages a total of \$0 in client assets through the Platform on a non-discretionary basis. This total is calculated using the closing U.S. market prices from May 20, 2013. Upside does not manage assets on a discretionary basis.

Item 5. Fees and Compensation

A. Upside Advisory Fees

Upside's fees for service are based on a loyalty points schedule. As a Client earns more points and reaches pricing break points, her fees will go down. Points are cumulative.

TABLE 1: Schedule of annual charges

Pricing break points	Annual AUM fee
0 to 200,000	0.50 %
200,000 to 499,000	0.45 %
500,000 to 899,000	0.35 %
900,000 or more	0.25 %

Clients can earn points according to the following schedule:

TABLE 2: Schedule of points

Activity	Points earned
For opening of an User Profile	5,000
For creating and funding a Plan	10,000
For enrolling in automatic direct debit	10,000
For referring a friend	10,000
When a referred friend becomes a Client	10,000
For adding a dollar into an active Plan	1
For each consecutive 12 months with an active Account and Plan	50,000

For example, Client A creates a Plan with an initial balance of \$80,000. She would have 105,000 points from the time her Plan was funded. Here's how it works:

- 5,000 points for creating a User Profile
- 10,000 points for creating and funding a Plan
- 10,000 points for enrolling in automatic Direct Debit
- 80,000 points for investing \$80,000

With 105,000 points, Client A would be charged a 0.5% annual AUM fee.

Over the course of the next 12 months, Client A contributes \$10,000 to her first Plan, creates a second plan with \$25,000, and refers two friends who become active Upside Clients. She would have 240,000 points in total. Here's how it works:

- In addition to her 105,000 points, she's earned...
- 10,000 points for \$10,000 into her first Plan
- 10,000 points for starting a second Plan
- 25,000 points for funding her second plan with \$25,000
- 50,000 points for keeping an active account for 12 months
- 20,000 points for referring two friends
- 20,000 points when her two friends become Clients

With 240,000 points in total, Client A would be charged a 0.45% annual AUM fee from the first full month after her total points exceed 200,000.

B. Fee Collection Process

Fees are collected from Accounts held at the custodian firm through a Client invoicing and fee deduction process. Upside's custodian firm ("the Custodian") maintains the fee schedule disclosed in Item 5 A above. The Custodian applies the fees directly to the Client's accounts on a monthly basis by taking the applicable annual fee, divided by 12, multiplied by the average monthly balances in the account. The fee is calculated on the last business day of the month as of the close of trading on the New York Stock Exchange ("NYSE"), or as of the close of trading on the day immediately preceding any day when the NYSE is closed. The fee is deducted from Client accounts no later than the tenth business day of the following month.

C. Other Fee/Expenses

In addition to advisory and commission fees, Clients may also pay fees or expenses to third-parties. These fees fall into two categories: Product Fees, Commission and Custodial Fees.

1. The issuer of some of the securities or products we purchase for Clients, such as ETFs or other similar financial products, may charge Product Fees that affect Clients. These fees are charged directly to Clients, and Upside does not benefit directly or indirectly from any such fees. An ETF typically includes embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Expenses of an ETF may include management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. Upside discloses each recommended ETF's current information, including expenses, on the Platform.
2. Clients may be charged Commission and/or Custodial Fees by the Custodian (see Item 10). These fees are paid to the Custodian, and not to Upside. Upside does not receive any added compensation from such fees. Custodial Fees are subject to change, and may be affected by many variables, including: the type and size of the Account; the number and type of products; the length of time a Client holds the investments; the frequency of Account transactions; and the average price per share of securities in the Account. Commission and Custodial Fees also could take the form of an AUM fee.

D. Fees Charged in Advance

Upside does not charge fees in advance. All fees are charged in arrears, for services performed.

E. Additional Compensation

Item 5.E requires the Firm to disclose any compensation that it or any of its supervised persons accepts for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. **Supervised persons do not accept any compensation for the sale of securities or other investments products.**

E.1. Conflicts of Interest

The Firm is required to disclose the existence of relationships and/or arrangements that may trigger the receipt or potential receipt of "Additional Compensation," especially if such Additional Compensation might provide an incentive to recommend investment products based on Additional Compensation received, rather than the Client's needs.

Upside does not receive any Additional Compensation from any other sources for the investment products recommended for Client portfolios.

E.2. Client-Directed Brokerage

Upside's Platform is not designed as a Client-Directed Brokerage and does not accept Client-directed orders to buy and sell securities. Clients have the option to purchase investment products recommended through the Platform through third party broker-dealers or agents not associated with Upside.

E.3. Brokerage Compensation

Upside does not receive Brokerage Compensation.

E.4. Advisory Fee Offset

Upside does not receive an Advisory Fee Offset or any other forms of compensation not disclosed above.

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

Upside does not charge performance-based fees.

Item 7 Types of Clients

Upside provides Services to individuals with liquid assets of less than \$1M ("individuals") and high net-worth individuals with liquid assets in excess of \$1M ("HNWI"). The minimum Account size is \$1,000.

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

A. Methods of Analysis and Investment Strategies Employed

Upside uses Post-Modern Portfolio Theory ("PMPT") to analyze assets and create investment portfolios and Plans that meet its Clients' specific objectives. PMPT is an extension of traditional Modern Portfolio Theory ("MPT", also called mean-variance analysis or "MVA") that incorporates a behavioral-economics definition of investment risk. Both theories propose how investors should use diversification to optimize investment portfolios.

Using PMPT allows Upside to propose investment portfolios and Plans that are specifically designed to reach individual Client goals. PMPT defines investment risk as the downside risk of underperforming a target or goal. The PMPT framework optimizes portfolio asset allocation to achieve a desired target return (called "Upside" or "Upside Return" on the Platform) over a specified time period with the lowest potential exposure to downside risk.

Although the Firm's strategy seeks to minimize downside risk, Upside cannot guarantee a specific level of performance or the avoidance of loss of assets in an Account or Plan.

B. Material Risks to Recommended Strategies

As with any investment strategy, there are risks associated with Upside's asset allocation and investment recommendations. Unlike other investment managers, Upside thinks about risk in terms of your goal (i.e. "downside risk"). There are two components of downside risk: (1) downside probability and (2) downside magnitude.

Downside probability represents that probabilistic likelihood of that the Plan will underperform the desired target return. Downside magnitude is the average magnitude of loss in the event that the Plan underperforms and is represented by "downside return." Downside return is the expected return in the event of underperformance.

The Firm uses measures of the "quantity" of downside risk (technically, "target semi-deviation") and "quality" of risk (technically, the "Sortino Ratio") to construct an indexed "Plan Score." The Plan Score gives Clients a standardized comparison of how well their Plan is expected to perform based on past performance. **Past performance is not a guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.**

Other specific risks that affect a Client are market risk, correlation risk, liquidity risk, credit risk, and legislative risks.

Market Risk: The risk of losses in positions arising from movements in market prices. Market risk arises from a variety of sources, including but not limited to, macroeconomic conditions, consumer sentiment, interest rates, regulatory changes, and other social, demographic or political events. These changes are all outside of Upside's control.

Correlation Risk: The risk associated with having several investments in similar markets. It is possible that different or unrelated asset classes may exhibit similar price changes in similar directions. Upside attempts to manage correlation risk by diversifying assets across markets, geographies, and asset types, but there is no guarantee that correlation risk will not have an adverse affect on Client investment or Plans.

Liquidity Risk: The risk that a given security or asset cannot be traded quickly enough in the market to prevent a loss (or make a profit). Upside relies on its Custodian for trade execution and selects highly-liquid, exchange-traded securities. Nevertheless, high volatility and/or the lack of deep and active markets for a security may prevent immediate or timely execution of a trade.

Credit Risk: The risk that the Firm, Custodian, other trade settlement or clearing intermediary, or any security issuers may encounter impaired credit ratings, default, bankruptcy or insolvency. Credit risk could affect portfolio value or management.

Legislative Risk: The risk that government legislation could alter the business prospects of one or more issuers, adversely affecting investments in those issuers. This may occur as a direct result of government action or by altering the demand patterns of the company's customers. Upside cannot control this risk.

C. Material Risks to Recommended Securities

Upside recommends index-tracking Exchange Traded Funds ("ETF"s). ETFs are typically registered investment companies whose shares represent an interest in a portfolio of securities that track an

underlying benchmark or index. (Some ETFs that invest in commodities, currencies, or commodity- or currency-based instruments are not registered as investment companies.) ETFs have been around since 1990, when the first fund was launched in Canada. Index-tracking funds have been available to institutional investors since the 1970s. However, the key feature of an ETF is its listing on an exchange so that investors can buy and sell it easily. Unlike units in a conventional mutual fund, ETFs can be traded throughout the day.

ETFs allow small investors to own a diversified portfolio at a low cost, but there are still associated risks. The material risks to such securities include:

Risks	Explanation
Brokerage costs	Trading into and out of ETFs incurs sales commissions and, possibly, other brokerage fees.
Market pricing	There is no guarantee that the market price of an ETF is the same as the market value of the ETF's underlying securities.
Limited portfolio strategy options	Currently, most publicly available ETFs are passively managed and offer investors few opportunities to maximize gains or limit losses through portfolio strategy.
Lack of support	Many ETF sponsors provide limited customer support.

Item 9 Disciplinary Information

Like all registered investment advisors, Upside is required to disclose any legal, disciplinary, or other events that may be considered material to evaluating our Firm and its Services. **Upside does not have any legal, financial, regulatory, or other “disciplinary” item to disclose.**

Item 10 Other Financial Industry Activities and Affiliations

Upside is currently pending registration as a broker-dealer. Further, certain of our management persons are currently registered as registered representatives of a broker-dealer. Currently this activity does not impact the accounts or services provided to the Clients, as this registration is not yet complete.

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

A. Code of Ethics

Upside's first and most important obligation is to act, at all times, as fiduciary to its Clients. That means Upside puts the interests of its clients ahead of its own, and carefully manages any real or perceived conflict of interest with respect to its Services.

To ensure it meets its obligations to its Clients, Upside has adopted a Code of Ethics (“Code”), that lays out the standards of acceptable conduct for our principals, representatives, and other employees. Our Code includes general requirements to comply with the Firm's fiduciary obligations, and specific requirements relating to, among other things, compliance with applicable laws, rules, and regulations; protection of material non-public information; conflicts of interest; and personal trading.

Each of our representatives has received a copy of our Code, attested to his understanding of it, and agreed to comply with it. A copy of our Code is available to all current and/or prospective clients upon request.

B. Participation in Client Trading

The Firm's officers and directors may invest in the same ETFs or other securities instruments that are recommended to Clients, and may also use the Firm's Platform and/or Services to create investment Plans that support their own goals.

C. Trading Alongside Our Clients

Upside does not invest its own funds in securities as part of its business. It acts solely as an adviser for its Clients.

D. Trading Around the Same Time as Clients

All trade executions are processed on a “first-entered, first-executed” method implemented through the Custodian. Upside otherwise may process large aggregated transactions that apply an average share price to each participant thereby not providing any better pricing to one Client over another or to any of our related persons. All Clients would also share in the transaction costs on a pro rata basis for any aggregation of orders for execution.

Item 12 Brokerage Practices

In order to provide the services described in this Brochure, Clients must establish brokerage accounts with the Custodian. We are not affiliated with any broker-dealer that we recommend or use.

A.1. Research and Soft Dollar Benefits

Upside does not participate in any explicit “soft dollar” arrangements involving the receipt of research or other brokerage service in relation to client commission money. The Firm does not receive any research or other products in connection with Client transactions.

A.2. Brokerage for Client Referrals

Upside does not use commissions to compensate or otherwise reward brokers for client referrals.

A.3 Directed Brokerage

All securities transactions recommended by Upside and accepted by Clients through the Platform will be directed to Upside’s custodian. Neither Clients nor Upside’s associated persons may direct brokerage transactions elsewhere via the Platform.

B. Order Aggregation

In the interest of better trade execution, Upside may aggregate orders for a Client’s Account with orders of other Clients into a “block order.” In conducting block orders, no Client is favored over any other client and each Client that participates will participate at the average share price for the entire block order. As a result, the price may be less favorable to one Client than it would be if similar transactions were not being executed concurrently for other Accounts.

Item 13 Review of Accounts

Upside’s Platform provides Clients with continual web-based access to reporting about each of their Plans, securities positions and balances, transaction history, and other information through the Firm’s website, www.gainupside.com. The Platform continuously monitors each plan and periodically recommends rebalancing to maintain target portfolio allocations.

The Platform also recommends changes to the target portfolio allocation as and when Clients adjust the settings within each of their Plans. This includes profile information as well as investment objectives and Plan parameters.

Item 14 Client Referrals and Other Compensation

A. Compensation we Receive

Upside may receive benefits as a result of participating in the custodian’s institutional customer platform. Benefits may include the receipt of duplicate Client statements and confirmations; access to research-related products and tools, consulting services, a trading desk, block trading capabilities, and an electronic communications network; the ability to deduct advisory fees directly from Client accounts; and discounts on compliance marketing, research, technology, and practice management products or services provided by third party vendors.

B. Compensation we Pay

Upside does not compensate any individuals or entities for referrals.

Item 15 Custody

Upside does not have custody of any funds or securities.

Item 16 Investment Discretion

Upside does not exercise discretionary authority in connection with our investment advisory activities.

Item 17 Voting Client Securities

Upside does not vote proxies on behalf of any securities owned by Clients. When applicable, proxies will be delivered by our custodian directly to the account owners or their assigned authorized persons.

Item 18 Financial Information

A. Balance Sheet

Upside does not require or solicit prepayment of any fees from Clients. As a result, we are not required to disclose a copy of our balance sheet from our most recently completed fiscal year.

B. Adverse Financial condition

Upside does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual obligations to our Clients

C. Bankruptcy-Related Matters

Upside has never been the subject of a bankruptcy petition.