

Item 1 – Cover Page

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This brochure provides information about the qualifications and business practices of Fiduciary Management Group, Ltd. (FMG). If you have any questions about the contents of this brochure, please contact FMG at 952-929-4441 and/or fmg ltd1@comcast.net.

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. FMG is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. Additional information about FMG is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published -Amendments to Form ADVII which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated 05/31/2011 is a new document prepared according to the SEC's new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this item will discuss only specific material changes that are made to the brochure and provide clients with a summary of these changes. We will also reference the date of our last annual update of this brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of the business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

This brochure may be requested by contacting FMG at 952-929-4441 or fmg ltd1@comcast.net.

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The two supplements shown below are not applicable to FMG. Therefore, FMG is not required to include those two supplements in this brochure.

- **Part 2A, Appendix 1: The “Wrap Brochure”** - FMG does not sponsor a wrap fee program. Therefore, **Part 2A, Appendix 1** is not applicable to FMG.
- **Part 2B: The “Supplement** – FMG has no supervised persons, therefore a biographical and disciplinary information page, which is **Part 2B: The “Supplement** is not applicable to FMG.

Item 4 – Advisory Business

FMG provides a copy of ADV Part 2 to every client and a copy will be provided to any prospective client upon request. Stephen D. Peterson, 15608 Spillman Ranch Loop, Austin, TX 78738, owns 100% of the stock in FMG. FMG was formed in 1982 by Mr. Peterson and currently has assets under management of \$118,000,000.00 as of 5/31/2013. FMG does not separately offer advisory services beyond investment advice. In some cases, FMG's custodian may hold stocks for which FMG does not bill for. All investment adviser representatives at FMG have passed a series 65 examination.

Item 5 – Fees and Compensation

Fees are as follows: 1% of the first \$500,000.00; $\frac{3}{4}$ of 1% for amounts between \$500,000.00 and \$2,000,000.00; and $\frac{1}{2}$ of 1% for amounts in excess of \$2,000,000.00. All fees are paid quarterly after the service has been performed based upon the value of the portfolio at the end of each calendar quarter. Some clients at FMG may have different fee schedules where they have been grandfathered in.

Clients may elect to be billed directly for fees or to authorize FMG to directly debit fees from the client's accounts. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

FMG's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to FMG's fee, and FMG does not receive any portion of these commissions, fees, and costs.

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

FMG does not charge 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

FMG provides portfolio management services to individuals, corporations, trusts, foundations and various retirement plans.

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

Investing in securities involves risk of loss that clients are prepared to bear. First, FMG meets with the client to determine investment goals and objectives. Then each month, FMG analyzes a data base of foreign and domestic stocks based on a quantitative analysis approach and a fundamental analysis approach to identify possible stock purchase and sale candidates. Each portfolio is also analyzed on a monthly basis against those objectives on a dollar weighted basis. Investment objectives are updated at least annually or more often if there has been a change in the investor's risk tolerance.

Item 9 – Disciplinary Information

FMG has never been disciplined.

Item 10 – Other Financial Industry Activities and Affiliations

None

Item 11 – Code of Ethics

FMG has adopted a Code of Ethics for all 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, restriction on the acceptance of significant gifts, the reporting of certain gifts, adherence to federal securities laws and personal securities reporting and trading procedures, including disclosure among other things. All persons at FMG must acknowledge the Code of Ethics annually or as amended.

FMG's clients or prospective clients may request a copy of the firm's Code of Ethics annually or as amended.

In addition with respect to:

Confidentiality: FMG does not share or sell client information.

Conflicts of interest: FMG receives economic benefit from its broker/dealers/including research related services, tools used to place trades, duplicate documents, and having the clients' advisory fee deducted from the clients' accounts. FMG currently uses Fidelity Advisor Services and to a lesser extent Vanguard.

Trading: FMG may trade for its own accounts in securities which are recommended to and/or purchased for his clients. Any such transactions will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions.

Trading is continually monitored to reasonably prevent conflicts of interest between FMG and his clients. Each time FMG or a related person invests in the same securities held by FMG's clients, the potential conflict of interest is discussed with the client.

Fiduciary duty: FMG has a fiduciary duty to all of its clients.

Records: FMG retains records on the Advent Portfolio Management System including Portfolio Appraisal; Income and Expenses; Performance; Purchase and Sale and other standard reports included in that system. FMG also separately maintains trade records, custodian statements of client accounts; account applications and investment objectives.

Item 12 – Brokerage Practices

Brokerage practices are governed by Fidelity Advisor Services and Fidelity Wealth Management.

Item 13 – Review of Accounts

Clients' accounts are reviewed monthly by FMG. Clients receive a quarterly statement, portfolio evaluation and performance report from FMG and monthly statements from Fidelity and quarterly statements from Vanguard.

Item 14 – Client Referrals and Other Compensation

Client referrals are appreciated but not compensated.

Item 15 – Custody

The broker-dealer, or other qualified custodian that holds and maintains our client's investment assets sends statements to our clients in most cases monthly and at least quarterly. Some clients also may access their account(s) more frequently online. FMG urges each client to carefully review such statements and compare such official custodial records to the account statements. FMG also audits each clients account monthly by comparing the custodial account statements to the Advent in house statement. Minor discrepancies may result from valuation methodologies of certain securities (usually mutual funds).

Item 16 – Investment Discretion

FMG receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for

Part 2A of Form ADV: Fiduciary Management Group, Ltd.

the particular client account. When selecting securities and determining amounts, FMG observes the investment policies, limitations and restrictions of the clients for which it advises.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, FMG does not vote proxies on behalf of advisory clients.

Item 18 – Financial Information

FMG has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding. FMG does not solicit any fees in advance or request any pre payments.

Item 19 – Requirements for State-Registered Advisers

FMG is registered with U.S. Securities and Exchange Commission and not with any state regulatory authority.