

ITEM 1: Cover Page

O'ROURKE & COMPANY, INCORPORATED

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June 3, 2014

This Brochure provides information about the qualifications and business practices of O'Rourke & Company, Incorporated. If you have any questions about the contents of this Brochure, please contact us at 617-482-4200 or send an email to borourke@investorscapital.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. O'Rourke & Company, Incorporated is a SEC registered investment adviser. Registration does not imply a certain level of skill or training.

Additional information about O'Rourke & Company, Incorporated also is available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2: Material Changes

The purpose of this Item 2 is to disclose material changes that have been made to this Brochure since the last annual update of this Brochure. The last annual update of this Brochure was dated December 2013. Since that time, we have updated this brochure as follows.

Item 5 has been amended to:

- 1) Disclose that we may recommend load or no-load mutual funds in the management of your account.
- 2) Disclose additional compensation to which Brian O'Rourke is entitled in his capacity as a registered representative of a broker-dealer, the conflict of interest that this additional compensation creates, and the fact that we may reduce our advisory fee to offset other revenue generated from the services we have provided to you.
- 3) More completely describe additional third-party charges that may be associated with mutual fund and other securities transactions.

Item 10 has been amended to:

- 4) State that Brian O'Rourke is a registered representative of Investors Capital Corporation ("ICC") and that no other registered representative of ICC is associated with O'Rourke & Company, Inc.
- 5) Disclose additional compensation to which Brian O'Rourke is entitled in his capacity as a registered representative of a broker-dealer and the conflict of interest that this additional compensation creates.
- 6) Disclose additional compensation to which Brian O'Rourke is entitled in his capacity as a licensed insurance agent in the sale of life, disability, and long-term care insurance products.

Item 12 has been amended to:

- 7) Describe O'Rourke & Company, Inc.'s fiduciary duty to seek best execution when placing client securities transactions.
- 8) Disclose that client securities transactions are generally placed through ICC, that this may cost the client more money, and discuss that our recommendation of ICC creates a conflict of interest due to the additional compensation Brian O'Rourke may receive.
- 9) Disclose the limitations which may be present when a client directs us to place transactions through a broker-dealer other than the broker-dealer we recommend.
- 10) State that we do not receive soft dollar payments from broker-dealers.
- 11) Discuss order aggregation and disclose our practices with regard to order aggregation.

Item 16 has been amended to:

- 12) Reflect that we waive commissions on all stock, bond and ETF transactions.

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ITEM 4: Advisory Business

O'Rourke & Company, Incorporated, organized in 1987, ("O'Rourke & Company", "we", or "our") is a SEC registered investment adviser based in Boston, Massachusetts. Brian C. O'Rourke is principal owner, investment adviser representative (IAR) and Chief Compliance Officer of O'Rourke & Company.

O'Rourke & Company, Inc. provides comprehensive financial planning services for individuals and continuous and regular supervision to non-discretionary investment advisory accounts for individuals, high net worth individuals, retirement plans, trusts, estates, charitable organizations and small businesses. Advice is provided through consultation with our clients. We offer advice in the areas of:

- Establishing financial goals and objectives;
- Cash flow management
- Investment management/asset allocation
- Tax and insurance planning
- Retirement, education and estate planning.

Types of Advisory Services

Investment Advisory

Investment advice is a major component of our client activity and is an ongoing process which generally addresses the following items:

- Meet with you to discuss your goals, investment objectives, time horizon and risk tolerance.
- Prepare an asset allocation for an investment portfolio based on your objectives.
- Identify suitable investments for the portfolio and invest your funds accordingly with your consent.
- Monitor the performance of the portfolio created and rebalance assets as necessary in line with your objectives.

The types of investments we employ in implementing your investment strategy are mutual funds, exchange traded funds, listed securities, and annuities. Clients may request that we not invest in certain securities or types of securities.

Financial Planning

The service generally involves a review and assessment of your present financial condition and the preparation of a summary of our recommendations. This report takes into account your goals, objectives, and risk parameters. A financial plan may include any of the following.

- Net worth and cash flow evaluation.
- Investment management.
- Education planning.

- Income tax and insurance planning.
- Retirement planning and projections.
- Estate planning issues.

As of September 30, 2013, we manage approximately \$222,612,490 in client assets on a non-discretionary basis, for approximately 116 households, held in approximately 648 accounts.

Item 5: Fees and Compensation

Our fees for providing investment supervisory services are charged as fixed fees or a percentage of assets under management. Clients pay an hourly rate for all other services.

Investment Supervisory Services

The annual fee for services rendered during the first year of the investment advisory contract is determined after a review of the complexity of the client's financial status and financial objectives. The annual fee may be a fixed, preset amount, or the fee may equal a percentage of assets under management, as agreed to by the client in the investment advisory agreement. The annual fee charged as a percentage of assets under management ranges from 0.50% to 1.50% of total assets under management.

Our advisory fees are negotiated at inception and reviewed from time to time as needed. Fees are billed in arrears directly to the client. The client may elect to instruct the custodian to debit fees from the client's account. Clients are billed primarily on a quarterly basis, as elected by the client in the investment advisory agreement, based on the value of the account on the last day of each calendar quarter.

Financial Planning Fees

We provide an initial financial planning review of the client's situation and objectives plus an ongoing review of the client's plan. For this service we charge a flat fee negotiated at inception based on the complexity of the assignment.

Other Fees

Our investment advisory fees are exclusive of all direct expenses incurred for the client or disbursements made on behalf of the client. In addition, the client is responsible for payment to the custodian for commissions, transaction fees and all other fees described in the custodial agreement. Clients may also incur certain charges imposed by other third-parties in connection with their investments, including mutual fund 12b-1 fees, mutual fund management fees and administrative servicing fees, confirmation fees, surcharges, fees charged by sub-account managers, certain deferred sales charges on previously purchased mutual funds, clearing, custody and other transaction charges and service fees, and IRA and Qualified Retirement Plan fees. Additional third-party fees may also include, but are not limited to, fees associated with the type of transaction (exchange versus purchase), method of placing the transaction (electronic vs. over the phone), and paper confirmation fees.

Our investment adviser representative, Brian O'Rourke, is also a registered representative of an unaffiliated broker-dealer. In this capacity, Mr. O'Rourke may implement the securities recommendations our firm makes to you; however, you are not required to do so. You have the option to purchase investment products that we recommend to you through other brokers or agents that are not affiliated with us. If you do elect to implement our recommendations through Mr. O'Rourke, you should know that Mr. O'Rourke will be entitled to receive asset-based sales charges or service fees from the sale of mutual funds and variable annuities. This practice presents a conflict of interest, as Mr. O'Rourke may be incented to recommend investment products based on the compensation received rather than on your individual needs. This conflict is disclosed in our Investment Advisory Agreement executed by all clients, and is discussed with clients at the time of engagement. Approximately half of Mr. O'Rourke's overall compensation results from commissions and other compensation described above, though the amount of advisory fees and/or commissions, if any, that a particular client will pay depends on the investment recommendations made to the client, which are based on the client's individual needs and circumstances.

We primarily recommend mutual funds and listed securities. When recommending mutual funds, we will recommend the most appropriate mutual fund share class for your portfolio, based upon your individual circumstances. These recommendations may include load or no-load funds. The expenses associated with each recommendation is discussed with the client prior to purchase.

We periodically evaluate the fees you pay us, including any fees charged for planning services, investment supervisory services, special projects, as well as asset-based charges and sales fees Mr. O'Rourke earns on your securities transactions. As a result of this evaluation, we may reduce our advisory fee to offset other revenue generated from the services we have provided to you.

Clients may terminate the investment advisory agreement by providing us with written notice. Advisory fees will be prorated to the date of termination.

Special Advisory Projects

Special advisory projects are projects that are not anticipated by the parties as part of the fixed annual fee. These projects will be assessed a non-negotiable hourly fee, which is based on the level of expertise of the individual assigned to the project. Accordingly, our schedule of hourly fees will range from \$75 - \$300 depending upon the scope of services performed. All fees for special advisory projects will be agreed upon by the Client prior to the commencement of services.

ITEM 6: Performance-Based Fees and Side-by-Side Management

We do not charge performance-based fees or engage in side-by-side management.

ITEM 7: Types of Clients

We offer investment advisory services to individuals, high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organization, corporations, and other small business entities.

The company does not require a minimum amount of assets for opening or maintaining an account.

ITEM 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

We use fundamental analysis, which involves the evaluation and interpretation of companies'/funds financial data, the experience and expertise of the management, and the outlook of the industry/fund category to assist in evaluating the true value of the companies' securities. Fundamental analysis carries with it the risk that publicly available company information may be inaccurate, and if the securities price adjusts quickly to market information, the value of the portfolio may decrease, and it is for this reason that our investment strategies involve long term and short term purchases.

The main sources of information for security analysis include:

- Research from third party research firms such as Morningstar, and Lipper.
- Public records filed with the U.S. Securities and Exchange Commission.
- Financial publications such as the Wall Street Journal, Barron's, Bloomberg Business Week.
- Company websites, annual reports, and other company specific public records.
- Employees of O'Rourke & Company also participate in conference calls, and industry conferences that provide insight into the research of securities.
- Public information collected from financial websites such as Yahoo! Finance or Google Finance.

Investment Strategies

The foundation of our investment process is based on the principles of asset allocation and diversification. We utilize a top-down approach in determining the asset allocation mix for your portfolio. (This means the asset allocation comes first and the security selection second.) Each portfolio is personalized to meet your investment objectives and risk profile, investment goals, and time horizon, which are determined at the onset of our relationship. Any changes to these objectives or your risk profile should be brought to our attention immediately.

O'Rourke & Company, Inc. currently employs individualized asset allocation models. The models are updated periodically to reflect our outlook over the short to intermediate, and long-term for the economy and markets. Typically six asset classes are utilized, they include domestic stocks, foreign stocks, fixed income, REITs (real estate investment trusts), alternatives

(commodities, low-volatility strategies), and cash. The outlook for each asset class will determine its weighting within each model.

Your portfolio may be allocated among a number of sub-asset classes including but not limited to Large Cap, Small Cap, International Equities, U.S. Treasuries, Agencies, Corporate Bonds, Municipal Bonds, High Yield Bonds, as well as alternative investments. Most often, these allocations are invested utilizing vehicles such as mutual funds, exchange traded funds or other comparable investment vehicles. Portfolios of sufficient size may be invested in individual stocks and individual bonds as well.

Risk of Loss

Our clients face risks that are specific to investing and not particular to O'Rourke & Company, Inc. Those risks include:

- **Interest rate risk:** The risk borne by an interest-bearing asset, such as a loan or a bond, due to variability of interest rates. In general, as rates rise, the price of a fixed rate bond will fall, and vice versa.
- **Market Risk:** The risk that the price of a security may drop in reaction to market events. This type of risk is independent of risks associated with a security's particular underlying circumstances. (See business risk below.)
- **Inflation Risk:** The risk that a currency loses its purchasing power because of the rising price of goods and services.
- **Currency Risk:** The risk that arises from the change in price of one currency against another.
- **Reinvestment Risk:** The risk that a decline in interest rates will lead to lower income when bonds mature and funds are reinvested at a lower rate.
- **Business Risk:** The risk associated with a particular industry or a particular company with an industry.
- **Liquidity Risk:** The risk that an investment will not readily be converted into cash.
- **Financial Risk:** The increase in stockholder's risk, over and above the firm's basic business risk, resulting from the use of financial leverage (borrowing).

Clients also face the risk that securities that we choose for your portfolio may not perform as well as similar securities in the same industry or the stock/bond market in general.

ITEM 9: Disciplinary Information

Brian O'Rourke, our sole management person and our only investment adviser representative ("IAR"), has been subject to disciplinary action. In early 2006, the Massachusetts Securities Division ("MSD") commenced a regulatory proceeding, alleging that the Mr. O'Rourke solicited/received loans from our clients via various realty trusts, for which he and/or his spouse served as a trustee. It alleged that Mr. O'Rourke also executed documents on behalf of the clients with their permission to facilitate transactions. We reached a settlement of this matter without admitting any finding of liability. As part of the settlement, we agreed to pay an administrative fine of \$25,000. In addition, we also agreed to hire an independent consultant from March 2006 to March 2008 to review our policies and procedures. The consultant

determined that all policies and procedures were compliant. During this period we did not exercise discretion over the securities accounts of Massachusetts customers nor did we engage in supervisory or managerial duties. Also, our only outside businesses during this period were financial planning and insurance.

ITEM 10: Other Financial Industry Activities and Affiliations

Brian O'Rourke, our sole management person and our only investment adviser representative ("IAR"), is separately licensed as a registered representative of Investors Capital Corporation ("ICC"), a FINRA member and unaffiliated broker-dealer. Other industry professionals are also registered representatives of ICC; however, these individuals are not associated with us.

In his capacity as a separately licensed as a registered representative, Mr. O'Rourke may place securities transaction for our clients. Clients should be aware that this relationship creates a conflict of interest. Clients are informed that, to the extent Mr. O'Rourke recommends transactions in mutual funds or variable insurance products placed through ICC, Mr. O'Rourke may receive up to 91% of the commission compensation paid to ICC. Mr. O'Rourke receives material income via trailer fees received from variable insurance products and certain mutual funds purchased by our clients. We place our client's interest first as part of our fiduciary duty, and clients are under no obligation to execute trades through Mr. O'Rourke or through ICC.

Mr. O'Rourke is also licensed and registered to sell life, disability and long-term care insurance products for various insurance companies, and is therefore able to purchase life, disability and long-term care insurance products for any of our clients in need of such services. Mr. O'Rourke will receive separate, customary commission compensation on purchases of life, disability and long-term care insurance products, which are not subject to advisory fees. Clients are under no obligation to purchase life, disability and long-term care insurance products from Mr. O'Rourke.

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

We have adopted a Code of Ethics ("Code") in compliance with SEC rule 204A-1. Accordingly, our Code sets forth guidelines for professional standard of conduct for our employees. Our goal is to protect your interest at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with our clients, while at the same time allowing our employees to invest for their own accounts.

Individuals associated with us may act as a broker in effecting securities transactions for compensation for any client. See Item 12 for potential conflict of interest discussion. In addition, we or individuals associated with us may buy or sell for their own personal accounts securities recommended to clients.

In our Code we have established policies and procedures to ensure we comply with our regulatory obligations, including:

1. Placing the client's interest above ours or our employees;

2. Express prohibition for any person associated with us from buying or selling any security prior to the execution of a transaction for a client account;
3. Express prohibition for any employee to buy or sell securities for their personal accounts where the decision is based on information received as a result of employment unless the information is also publicly available;
4. Clients are informed that IARs may receive separate commission compensation when effecting securities transactions on the client's behalf; and
5. Any individual who violates any policies or procedures of the Code may be subject to termination.

Our Code is available to any client or prospective client upon request.

ITEM 12: Brokerage Practices

We have a fiduciary duty to seek best execution for client transactions. While best execution is difficult to define and challenging to measure, it does not solely mean the achievement of the best price on a given transaction. Rather, it is a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client.

Our primary objectives when placing orders for the purchase and sale of securities for client accounts when clients do not direct brokerage, as described below, is to obtain the most favorable net results taking into account such factors as 1) price, 2) size of order, 3) difficulty of execution, 4) confidentiality and 5) skill required of the broker.

We will generally recommend the execution services of ICC. In recommending ICC, we consider commissions, products, and timeliness of execution, trader expertise and responsiveness. Not all advisers recommend or require directed brokerage. Clients should understand that, in directing brokerage, we may not always be able to achieve the most favorable execution, which may cost clients more money.

Our recommendation of ICC creates a conflict of interest because Mr. O'Rourke is separately licensed with ICC as a registered representative, and may receive up to 91% of the securities commissions, if any, paid to ICC. This conflict is disclosed in our Investment Advisory Agreement executed by all clients, and is discussed with clients at the time of engagement.

We evaluate on an annual basis whether our clients are receiving the best available execution.

Some clients may have a pre-established relationship with a broker and will instruct us to execute all transactions through that broker. In such cases, it should be understood that we may

not have authority to negotiate commissions and best execution may not be achieved. When the client directs us to use a broker other than one we recommend, there may be a disparity between the commissions a client pays and those paid by clients accept our brokerage recommendation.

Mr. O'Rourke is also licensed and registered as an insurance agent to sell life, disability and long-term care products for various insurance companies. Therefore, he is able to purchase insurance products for clients in need of such services and will receive separate, customary commission compensation for the purchase of such products. An advisory fee is not charged for life, disability and long-term care insurance services, and clients are not obligated to obtain such services through Mr. O'Rourke.

We do not receive research or other products or services from broker-dealers in exchange for placing client transactions. Further, we do not receive client referrals from any broker-dealer or third-party in exchange for placing client transactions.

When placing trades in the same security for multiple clients, an investment adviser may "bunch", or aggregate all client orders in that security into one transaction, and then allocate the order based on pre-determined (usually pro-rata) allocation. This ensures no client transaction is favored over another, as all transactions are executed at the same price. We do not engage in this practice, as we do not have the discretion to place client orders without the client's consent for each transaction. Therefore, client orders are placed at or about the time the client has provided consent to do so. Since we do not participate in order aggregation practices, in the event that we place orders for more than one client in the same security, on the same day, and on the same side of the market, these transactions will be placed individually, and clients should be aware that one client may pay more or less than another client for the same security on the same day.

ITEM 13: Review of Accounts

Client Accounts

Our President, Mr. O'Rourke, reviews each client account at least quarterly to assess the account's performance in light of the client objectives and risk tolerance. Additional reviews are conducted upon notification of changes in the client's personal investment philosophy, risk tolerance, tax position, income, or desire to modify current asset diversification.

At least annually we send a written report to each client. The report may contain information from the client's federal tax return, personal cash flow statement, a balance sheet of the client's personal assets and liabilities, and an evaluation of any specific recommendations made to the client.

In addition, we send reports from Morningstar and other proprietary sources that consolidate the various custodial statements.

In addition, clients will be provided with written trade confirmations, monthly or quarterly statements from their designated custodian.

Clients are encouraged to compare any reports provided by us to those received from the qualified custodian and immediately report any unexplained differences to the firm and/or the qualified custodian, as appropriate.

We generally perform ongoing reviews of the client's financial plan throughout the year.

ITEM 14: Client Referrals and other Compensation

We have no agreements under which we receive an economic benefit from third parties for providing investment advice to our clients.

We have no arrangements under which we or any of our related persons compensates another person or entity for client referrals.

ITEM 15: Custody

We do not have custody of clients' assets. Client funds and securities are held by a qualified custodian designated by the client. Clients will be provided with trade confirmations, monthly or quarterly statements from their designated qualified custodian.

ITEM 16: Investment Discretion

We provide investment advisory services on a non-discretionary basis. Therefore we obtain client approval prior to effecting transactions for the account. We do, however, have the authority to discount the commission rates paid to Mr. O'Rourke for clients' stock, bond, and ETF securities transactions in order to minimize transaction expenses incurred by the client, and have elected to waive such commissions on all stock, bond and ETF transactions.

We obtain a limited trading authorization from the client which allows us to execute trades on the client's behalf.

ITEM 17: Voting Client Securities

We do not vote, or advise clients on how to vote, proxies for securities held in client accounts. The client maintains the authority and responsibility for voting proxies, as provided in the investment advisory agreement. Clients may contact us if they have questions about a particular solicitation.

ITEM 18: Financial Information

We do not request that client pay fees in advance, and have no financial conditions that would impair our ability to meet our contractual obligations to our clients.

We have not been the subject of any bankruptcy petition.