

## **Part 2A of Form ADV: Firm Brochure**

### **Item 1 Cover Page**

IHT Wealth Management LLC  
123 N. Wacker Drive, Suite 2300  
Chicago, Illinois 60606

Steven J. Dudash, President  
and Contact Employee

February 24, 2015

This brochure provides information about the qualifications and business practices of IHT Wealth Management LLC ("IHT" or the "Firm"). If you have any questions about the contents of this brochure, please contact us at: (312) 754-1310. 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 the Firm also is available on the SEC's website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).

The Firm is a registered investment advisor. Registration does not imply a certain level of skill or training.

### **Item 2 Material Changes**

The Firm's assets under management have been updated from the previous brochure (Part 2A) dated October 16, 2014.

Item 3 Table of Contents, Part 2A

Item No.	Description	Page
Item 1	Cover Page	1
Item 2	Material Changes	1
Item 3	Table of Contents - Part 2A	2
Item 4	Advisory Business	3
Item 5	Fees and Compensation	5
Item 6	Performance-Based Fees and Side-by-Side Management	7
Item 7	Types of Clients	7
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9	Disciplinary Information	9
Item 10	Other Financial Industry Activities and Affiliations	9
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	10
Item 12	Brokerage Practices	12
Item 13	Review of Accounts	13
Item 14	Client Referrals and Other Compensation	14
Item 15	Custody	14
Item 16	Investment Discretion	14
Item 17	Voting Client Securities	15
Item 18	Financial Information	15
Item 19	Requirements for State-Registered Advisers	15

#### Item 4 Advisory Business

The Firm, formed in 2014, offers investment advice and money management services. The Firm is principally owned by Steven J. Dudash.

The Firm furnishes investment advice to those clients who wish to have a comprehensive financial relationship. The Firm provides individualized portfolio management services for investors who want professionals they know, to manage or share the management of their investments.

The Firm generally invests client assets in stocks, exchange-traded funds and U.S. Treasury bonds, bills and notes, as described further in Item 8 below.

The Firm may suggest one or more types of portfolios to clients. A recommended portfolio usually is composed of exchange traded funds and mutual fund investments. Generally a recommended portfolio does not include individual equities or fixed income instruments such as bonds. However, a client for whom a particular portfolio is selected is not precluded from also holding individual equity or fixed income positions, and also structured notes, unit investment trusts or annuities. The Firm's method of analysis and strategies for such instruments is described further in Item 8 below.

Recommended portfolios generally are divided into two categories: taxable portfolios and tax-efficient portfolios. Each of these two categories additionally is subdivided into three types of portfolios based on either a conservative, moderate or aggressive client risk profile. Such profile is determined based on a client's individual needs, goals and objectives, described further below.

For account holdings comprised of individual securities, as opposed to a portfolio described above, the Firm employs the investment approach described in this Item 4, and in Item 8 below.

The Firm takes a risk avoidance approach to investing rather than trying to "beat the market." The Firm does not attempt to match the performance of aggressive capital appreciation funds. The Firm generally attempts to find good quality investments in its clients' best interests, as described further in Item 8 below. When markets may be volatile, client portfolios may under perform popular averages.

The Firm may take a more conservative approach for accounts specifying needs for monthly income, college tuition, or retirement income. Investing always involves assuming risk.

The Firm provides continuous investment advice and asset management services based on the individual needs of the clients. Through personal discussions in which goals and objectives are established, the Firm develops a client's personal investment

policy and creates and manages a portfolio based on that policy. Account supervision is guided by the stated objectives of the client.

The Firm tailors its advisory services to the individual needs of clients. The Firm considers various factors pertaining to the client including the client's income, net worth, financial needs, risk tolerance, investment time horizon and tax status. A client may impose restrictions on investing in certain securities or types of services for a client's account.

The Firm may allocate a client's assets among independent investment managers ("Independent Managers"), mutual funds, exchange traded funds, individual debt and equity securities, real estate investment trusts (REITs) and other investments, in accordance with the investment objectives of the client. Some or all of these investments may have limited or no liquidity for a period of time. Some of these investments have additional minimum net worth and/or net income requirements. The Firm will continue to render services to the client relative to the selection of Independent Manager(s), as well as monitoring and reviewing account performance and client investment objectives. The Firm will receive advisory fees based upon a percentage of the market value of any assets being managed by an Independent Manager.

The Firm offers financial planning services, which may include a review of a client's current financial situation, such as: cash management, risk management, insurance, education funding, goal setting, retirement planning, estate and charitable gift planning, tax planning, and capital needs planning. Creation of a comprehensive financial plan generally requires at least four hours of an investment adviser representative's time. Financial planning services are offered to those clients who express need for such comprehensive planning, and some clients do not utilize the Firm for such services.

A financial plan may include both long and short-term considerations, depending upon the client's financial situation. Upon completion, a plan is presented to the client, compatible with the client's stated goals and objectives. An implementation schedule is reviewed with the client to determine what steps will be pursued, and with whom the steps may be accomplished.

The Firm's financial plan may be a comprehensive plan encompassing a client's entire financial situation, including asset allocation, investments, retirement planning, education expenses, estate planning and insurance needs. Alternatively, in consultation with a client, the financial plan may involve less than all of such components.

Financial planning services are offered without charge. Individuals receiving financial planning services may subsequently determine to place assets under management with the Firm and become advisory clients.

The Firm does not offer wrap fee programs to clients.

As of the date of this brochure, the Firm provides continuous and regular supervisory services to approximately 1,262 accounts, with regulatory assets under management of approximately \$248,882,845, of which approximately \$111,699,915 is managed on a discretionary basis and \$137,182,930 on a non-discretionary basis. Investing always involves assuming risk.

## Item 5 Fees and Compensation

Investment advisory service fees are based upon the market value of assets under management. The Firm's normal fee arrangement is an annual fee of 1.25% of assets under management.

Clients with smaller accounts may be subject to higher fees, up to 1.50% of assets under management. Clients with larger accounts may be subject to more advantageous fees, of approximately 1.0% of assets under management.

Although the Firm individually negotiates its fee arrangement with each client, management fees based on annual account size may be represented as follows:

<u>Account Size</u>	<u>Management Fee (annual)</u>
<\$500,000	1.50%
\$500,001 - \$1,000,000	1.25%
>\$1,000,000	1.0%

Fees are billed at the end of each calendar quarter by applying one-fourth of the applicable annual rate specified above to the market value of assets, as of the last day of each quarter. The Firm does not bill its clients in advance. If a client requests termination of the Firm's investment advisory services, the Firm may charge the client a pro-rata fee for advisory services actually rendered for that particular period. If a client requests termination, fees will be pro-rated. Fees will be deducted from a client's account at the end of each quarter, as described in this section.

Clients will incur brokerage and other transaction costs, as explained further below.

As further discussed in response to item 12 (below), the Firm will generally recommend that clients utilize the brokerage and clearing services of registered broker-dealer LPL Financial (LPL) for investment management accounts.

Clients may incur certain charges imposed by other third parties such as fees charged by Independent Managers, custodial fees, charges imposed directly by a mutual fund or

exchange traded fund in the account, 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. Such charges, fees and commissions are exclusive of and in addition to the Firm's fees.

Custodians have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of managements fees paid directly to the Firm.

A client may implement securities transactions through certain of the Firm's Investment Advisor Representatives, in their respective individual capacities as broker-dealer registered representatives of LPL. Brokerage commissions generally will be charged by LPL to effect such securities transactions and thereafter, a portion of these commissions may be paid by LPL to such Investment Advisor Representatives, in their capacities as LPL registered representatives. Prior to effecting any such brokerage transactions, the client will be required to enter into an account agreement with LPL. Brokerage commissions charged by LPL may be higher or lower than those charged by other broker-dealers. Brokerage commission rates may vary among accounts, and some accounts may pay greater brokerage commissions than other accounts. Accounts may pay brokerage commissions in excess of that which another broker-dealer might have charged for effecting the same or similar transactions.

On occasion, the Firm may purchase for its clients' accounts shares of no-load registered investment companies ("funds") which maintain distribution plans in accordance with Rule 12b-1 of the Investment Company Act of 1940. In such instances, LPL, as a registered broker dealer, may receive compensation in the form of Rule 12b-1 distribution fees. Certain of the Firm's Investment Advisor Representatives, in their capacity as LPL registered representatives, may also receive additional ongoing 12b-1 fees, during the period that the client maintains a mutual fund investment. The Firm's decision to purchase shares in a particular fund is made without regard as to whether or not the fund compensates broker dealers by payment of Rule 12b-1 fees.

A conflict of interest exists to the extent that the Firm recommends the purchase of securities where the Firm's Investment Advisor Representatives receive commissions or other additional compensation as a result of the Firm's recommendations. The Firm has procedures in place to ensure that any recommendations are in the best interest of clients regardless of any additional compensation earned.

An advisory client has a right to terminate its contract with the Firm without penalty within five (5) business days after entering the contract.

Advisory fees are not reduced to offset any brokerage commissions of other fees charged.

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

The Firm does not accept performance based fees.

## Item 7 Types of Clients

The Firm provides investment advice to individuals, pension and profit sharing plans, charitable organizations and trusts. The Firm has no requirement for a minimum initial account size.

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

The Firm's methods of analysis and investment strategy used for formulating investment advice and managing assets are detailed below.

Investing in securities involves risk of loss that clients should be prepared to bear.

### Market Strategy

The Firm's portfolio management follows an investment philosophy that buys good quality stocks deemed to be out of favor. The Firm reviews book value, cash flow, low debt, insider ownership, and previous market performance.

Client assets also may be invested with Independent Managers and in mutual funds. The Firm's investment analysis includes performance evaluation of such managers' track records, and of clients' accounts. The Firm may also invest clients' accounts in exchange traded funds, or similar investments.

In response to the volatility of the markets as perceived by the Firm, accounts may periodically include material holdings in U.S. Treasury instruments or cash equivalents.

Increased volume of trading may affect investment performance, particularly through increased brokerage and other transaction costs and taxes. The frequency of Firm-directed trading, and the generation of short term gains, may have a greater effect on taxable accounts than tax free accounts.

Investing in stocks necessarily entails risk, as described further below.

### Fixed Income Management

If appropriate for the client and their circumstances, the Firm will purchase fixed income securities as a complement to equity holdings. Each client's portfolio asset allocation is determined after conversations with the client to assess investment objectives and risk tolerances. Some taxable clients may choose to have a municipal bond portfolio for their fixed income portfolio portion.

Factors that affect the prices of fixed income securities include maturity and coupon rate. The Firm believes the longer the maturity of any bond or bond fund, the greater the price volatility. Therefore, when interest rates change, longer-term bonds will rise or fall in price to a greater degree than short-term bonds.

When the Firm believes interest rates are low, the Firm may maintain a defensive position including short-term, less than five year average maturity, U.S. Treasury securities. When interest rates rise, the Firm may purchase long maturity seven year U.S. Treasuries.

The Firm believes that fixed income investors, like equity investors, should consider both current yield and capital gains as part of a sound, prudent investment strategy.

Investing in fixed income securities necessarily entails risk, including market fluctuations, interest rate risk, credit risk, liquidity risk, prepayment and early redemption risks, and issuer events. Investment risk may arise from the performance of an individual bond, as well as from the performance of the overall financial markets. Fixed income securities are subject to increased loss of principal during periods of rising interest rates. An investment's actual return may be different than expected, and past performance is not indicative of future results. Risk includes the possibility of losing some or all of the original investment.

### Other Securities

Some clients may determine to own a variety of yield oriented securities, such as dividend paying common stocks, preferred securities, pass through securities such as energy trusts, master limited partnerships ("MLPs") and real estate investment trusts ("REITs").

The Firm may from time to time, purchase or recommend to our clients investments in publicly traded partnership interests which are involved in businesses outside of real estate and oil and gas interests. These interests may include, but are not limited to, debt, preferred and convertible securities.

### Risks



Investing in any of the above securities necessarily entails risk, including market fluctuations. Investment risk may arise from the performance of an individual security, as well as from the performance of the overall market. An investment's actual return may be different than expected, and past performance is not indicative of future results. Risk includes the possibility of losing some or all of the original investment.

Any investment's actual return may be different than expected, and past performance is not indicative of future results.

#### Item 9 Disciplinary Information

There is no disciplinary information required to be disclosed under Form ADV, Part 2A, Item 9.

#### Item 10 Other Financial Industry Activities and Affiliations

The Firm's Investment Adviser Representatives (IARs) may be Registered Representative(s) of broker-dealer LPL Financial ("LPL"), member FINRA/SIPC. In addition to its investment advisory activities, the Firm offers retail brokerage services through its LPL-affiliated Registered Representatives. Products may include stocks, bonds, mutual funds, ETFs, 529 plans, retirement plans, and other investments.

The following Firm IARs are registered representatives of LPL: Peter Arboleda, Steven J. Dudash, Orlando Ochoa, Alex Papadopoulos, Michael A. Porrey, Scott J. Staley and Ryan T. Wittig.

The Firm generally conducts its investment advisory activities separate and apart from any advisory activities of LPL. Due to the Firm's affiliation with LPL, the Firm is required to keep and maintain certain records and perform other compliance functions in relation to the advisory activities of the Firm.

Firm IARs may be appointed with several insurance companies and may be able to receive separate compensation for transactions implemented through various insurance companies. Clients are not obligated to use any company for insurance product purchases, and may work with any insurance agent they choose. Insurance compensation will be separate and distinct from financial planning and asset management fees charged by the Firm.

The following Firm IARs are appointed insurance company agents: Peter Arboleda, Steven J. Dudash, Orlando Ochoa, Alex Papadopoulos, Michael A. Porrey, Scott J. Staley and Ryan T. Wittig.

As discussed above, certain clients may authorize the active discretionary management of a portion of their assets by Independent Manager(s). In certain circumstances the Firm's compensation is included in the advisory fee charged by such Independent Managers.

A client may implement securities transactions through certain of the Firm's IARs, in their respective individual capacities as broker-dealer registered representatives of LPL. Brokerage commissions generally will be charged by LPL to effect such securities transactions and thereafter, a portion of these commissions may be paid by LPL to such IARs, in their capacities as LPL registered representatives. Prior to effecting any such brokerage transactions, the client will be required to enter into an account agreement with LPL. Brokerage commissions charged by LPL may be higher or lower than those charged by other broker-dealers. Brokerage commission rates may vary among accounts, and some accounts may pay greater brokerage commissions than other accounts. Accounts may pay brokerage commissions in excess of that which another broker-dealer might have charged for effecting the same or similar transactions.

A conflict of interest exists to the extent that the Firm recommends the purchase of securities where the Firm's IARs receive commissions or other additional compensation as a result of the Firm's recommendations. The Firm has procedures in place to ensure that any recommendations are in the best interest of clients regardless of any additional compensation earned.

The Firm does not receive any compensation, directly or indirectly, from any third party advisers recommended or selected by the Firm. The Firm has no other business relationships with such third party advisers.

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

The Firm has adopted a written Code of Ethics ("Code") including standards of business conduct required of the Firm's supervised persons. The Code contains general standards and prohibitions consistent with the Firm's fiduciary duties and regulatory responsibilities. The Code is designed to reinforce fiduciary principles, including the goal of placing the Firm's clients' interests first. In this connection, the Code requires that supervised persons' personal securities transactions must avoid any actual or potential conflict of interest, or any abuse of a supervised person's position of trust and responsibility. Additional Code principles include not taking advantage of clients'

positions, observing appropriate levels of confidentiality with respect to clients' holdings and financial circumstances, and maintaining independence in making investment decisions affecting clients.

The Firm will furnish a copy of the Code to a client or prospective client upon request, whether written or oral.

The Code requires that the Firm's "Access Persons" personal securities transactions be conducted through brokerage accounts identified to the Firm's Chief Compliance Officer ("CCO"). "Access Persons" are those supervised persons who have access to confidential information concerning clients' securities activities, or who are involved in, or have access to, the Firm's securities recommendations. Access Persons are required to report personal securities holdings to the CCO on a periodic basis, and execute an annual certification they have disclosed all of their accounts and reportable transactions to the Firm.

Supervised persons are required to report any Code violations to the CCO. The Firm provides each supervised person with a copy of the Code and any amendments, and supervised persons acknowledge their receipt in writing.

The Firm's employees may maintain personal accounts with the Firm. The Firm considers as Related Accounts the accounts of employees and their extended family members, the Firm's retirement plan account, the Firm's proprietary account, and IRA accounts for which Firm employees or their family members are beneficiaries. Securities may be purchased or sold for Related Accounts which are the same as those purchased or sold for clients. In such event, the Firm makes every attempt to effect securities transactions in client accounts prior to effecting trades for Related Accounts. However, securities orders on behalf of Related Accounts may be combined with orders on behalf of clients' accounts in block orders. In such instance, all accounts, including the Related Accounts, may receive an average price for execution of the block transaction. See Item 12 for additional description of aggregation of orders and block transactions.

Related Accounts may not purchase or sell any security prior to the Firm's recommending or executing such security for any advisory client, except as set forth above relating to blocks. There can be no assurance, however, that securities purchased or sold for Related Accounts might not be later deemed appropriate for purchase or sale for client accounts. All such transactions are carefully reviewed by management to insure that transactions on behalf of Related Accounts are executed in good faith without anticipation or foreknowledge of transactions being executed for client accounts.

The Firm prohibits Access Persons from acquiring any security in an initial public offering, or in a "limited offering", an offering exempt from registration and commonly known as a private offering.

## Item 12 Brokerage Practices

As discussed in item 5, the Firm generally recommends that clients utilize the brokerage and clearing services of LPL.

Factors which the Firm considers in recommending LPL, or any other broker-dealer include respective financial strength, reputation, execution, pricing, research, and service. LPL allows the Firm access to many mutual funds without transaction charges. The commissions and/or transaction fees charged by LPL may be higher or lower than those charged by other broker-dealers.

The Firm is obligated to obtain “best execution” for client transactions. However, a client may pay a commission that is higher than another broker-dealer might charge to effect the same transaction where the Firm determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while the Firm will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

The client may direct the Firm in writing to use a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and the Firm will not seek better execution services or prices from other broker-dealers or be able to “aggregate” client transactions for execution through other broker-dealers with orders for other accounts managed by the Firm (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, the Firm may decline a client’s request to direct brokerage if, in the Firm’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

Additional information regarding the selection of broker dealers for clients' transactions, and the reasonableness of their compensation (e.g. commissions) is detailed below in this Item 12.

### Research Services

The Firm does not use client brokerage commissions to obtain research or other products or services. Because the majority of clients' transactions are effected through LPL Financial, the Firm will not select or recommend any other broker dealer, and will not expect to receive any research, products or other services from such other broker dealer.

### Brokerage for Client Referrals

Neither the Firm nor any related persons receives client referrals from any broker dealer or third party, which the Firm has selected or recommended for execution of client transactions.

### Aggregation of Orders

The Firm may aggregate multiple account orders into blocks for execution. Participating accounts will receive the average price of any execution, where multiple executions are effected at different prices.

If there is a partial execution of an aggregated order, the Firm attempts to allocate shares to all participating accounts on a pro-rata basis. However, a pro-rata allocation may not be possible on all occasions, and some accounts may receive different execution prices in the same stock on subsequent days. Also, in some transactions, rounding may occur to achieve round lot positions in clients' accounts which would prevent a precise pro-rata allocation among clients.

The Firm may receive the following benefits from LPL Financial: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its registered investment advisor group participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

## Item 13    Review of Accounts

Firm President and Portfolio Manager Steven J. Dudash reviews all accounts at least monthly. Steven J. Dudash reviews accounts daily for cash positions and market exposure. As conditions warrant, all accounts are reviewed by computer for individual securities positions.

Any account activity generates a monthly written report from LPL, the custodian for Firm client assets. Thus, all accounts usually receive a monthly written report. In any event, all accounts receive a written report at least quarterly.

#### Item 14 Client Referrals and Other Compensation

The Firm does not receive any economic benefit from any third party who is not a client, in connection with providing investment advice or other advisory services to Firm clients.

Neither the Firm nor any related person directly or indirectly compensates any third party for client referrals.

#### Item 15 Custody

Clients will receive monthly account statements from LPL, the custodian for client assets. Clients should carefully review these statements.

#### Item 16 Investment Discretion

The Firm accepts discretionary authority to manage accounts on behalf of clients.

The Firm will have discretionary authority to determine the securities, and the amount of securities, to be bought or sold for a client's account. As described in Item 5, the Firm generally will recommend that clients utilize LPL as their broker-dealer. However, the Firm does not have discretion to determine the broker-dealer for a client, or the commission rates to be paid by a broker-dealer for a client's securities account or transactions.

All clients must execute an advisory agreement with the Firm. The agreement contains a power of attorney vesting the Firm with discretionary authority.

## Item 17 Voting Client Securities

Although the Firm may exercise discretionary authority with respect to client assets, clients will retain the authority to vote proxies for securities in clients' accounts. The Firm will not accept authority, and is not authorized, to vote proxies for its clients. The Firm will instruct custodians and broker dealers to forward all proxies and proxy cards to clients, so that clients may vote proxies. Upon client request, whether written or oral, the Firm will furnish a copy of its proxy voting policies and procedures to the requesting client.

## Item 18 Financial Information

The Firm does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance.

## Item 19 Requirements for State-Registered Advisers

A. Steven J. Dudash is the Firm's principal executive officer and sole management person of the Firm. Other Firm employees, not management persons of the Firm, also provide investment advisory services. Such persons are subject to management by Mr. Dudash. Additional information regarding Mr. Dudash is supplied in his Part 2B, Item 2.

B. Steven J. Dudash, the Firm's principal executive officer, also is a registered representative of broker-dealer LPL Financial ("LPL"). Other Firm investment adviser representatives ("IARs") are similarly associated with LPL. IARs also may conduct an insurance business as licensed agents with insurance companies, including LPL Insurance Associates. IARs generally spend approximately 50% of their time engaged in such other businesses. Additional information is supplied in Part 2A, Item 10, and in each IAR's Part 2B.

C. The Firm does not receive performance-based compensation.

D. Neither the Firm nor any of its management persons have been involved in any of the events listed in the instructions.

E. Neither the Firm nor any of its management persons have any relationship or arrangement with any issuer of securities.