



**Giokas Wealth Advisors**

**6580 Main Street  
Williamsville, New York 14221**

**Phone: 716-634-2211**

**Fax: 716-634-1803**

**Web Site: [www.thewisdomofnow.com](http://www.thewisdomofnow.com)**

**January 1, 2015**

**FORM ADV PART 2A.  
BROCHURE**

**This brochure provides information about the qualifications and business practices of Giokas Wealth Advisors. If you have any questions about the contents of this brochure, please contact us at 716-634-2211. 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 Giokas Wealth Advisors is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Giokas Wealth Advisors is 108957.**

**Giokas Wealth Advisors is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.**

## **Item 2 – Material Changes**

Giokas Wealth Advisors did not switch its registration from the Securities and Exchange Commission (SEC) to the State of New York. Giokas Wealth Advisors has remained registered with the SEC since 2000.

Currently, our brochure may be requested by contacting us at 716-634-2211.

Additional information about Giokas Wealth Advisors is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 3 – Table of Contents**

Item 1 – Cover Page.....	i
Item 2 – Material Changes .....	ii
Item 3 – Table of Contents .....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation.....	2
Item 6 – Performance-Based Fees and Side-By-Side Management .....	4
Item 7 – Types of Clients.....	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	4
Item 9 – Disciplinary Information.....	7
Item 10 – Other Financial Industry Activities and Affiliations .....	8
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading .....	8
Item 12 – Brokerage Practices .....	9
Item 13 – Review of Accounts .....	11
Item 14 – Client Referrals and Other Compensation .....	11
Item 15 – Custody .....	12
Item 16 – Investment Discretion .....	12
Item 17 – Voting Client Securities .....	12
Item 18 – Financial Information.....	13
Item 19 – Requirements for State-Registered Advisers.....	13

## **Brochure Supplement:**

Michael Giokas .....	14
----------------------	----

## **Item 4 – Advisory Business**

Giokas Wealth Advisors is a corporation in the state of New York. Giokas Wealth Advisors has been registered with the SEC since 2000. Michael Giokas (CRD Number 4365873) is President and Chief Compliance Officer of the firm. Michael Giokas owns one hundred (100%) percent of the equity of the firm. The firm is not publicly owned or traded. There are no indirect owners of the firm or intermediaries who have any ownership interest in the firm. The firm manages each client's portfolio on an individualized basis. Clients may impose restrictions on their accounts. The firm does not participate in a wrap fee program.

### **INVESTMENT ADVISORY SERVICES**

The client can determine to engage the Giokas Wealth Advisors to provide discretionary or non-discretionary investment advisory services. Giokas Wealth Advisors' annual investment advisory fee is discussed in Item 5.

Giokas Wealth Advisors typically tailors its advisory services to the individual needs of the client. Investment advice is tailored to meet the clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information (the "suitability information") at the beginning of our advisory relationship. We will use the suitability information we gather from our initial meeting to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we may customize an investment portfolio for you in accordance with your risk tolerance and investing objectives. Once we construct an investment portfolio for you, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances. After consultation with Giokas Wealth Advisors, clients may impose restrictions on investing in certain securities or types of securities. All restrictions must be in writing.

### **FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)**

To the extent requested by a client, Giokas Wealth Advisors *may* determine to provide financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Giokas Wealth Advisors' planning and consulting fee is a flat fee paid in advance. Prior to engaging the Giokas Wealth Advisor to provide planning or consulting services, clients are generally required to enter into an *Engagement Agreement* with Giokas Wealth Advisor setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Giokas Wealth Advisor commencing services. If requested by the client, Giokas Wealth Advisor may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Giokas Wealth Advisor.

Please Note: If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Please Also Note: It remains the client's responsibility to promptly notify the Giokas Wealth Advisor if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Giokas Wealth Advisors' previous recommendations and/or services.

As of December 31, 2014 the firm managed assets on a discretionary basis in the approximate amount of \$19,203,963.

## **Item 5 – Fees and Compensation**

Firm will charge a fee based on a percentage of the assets under management AND a performance fee to all new clients. The fee is based on the portfolio formula determined after discussions between the client and the firm. The fee is subject to negotiation.

A fee is based on a percentage of the assets under management and a performance fee. The firm offers two fees:

- 1% annual base fee AND 20% performance of profits
- 2% annual base fee AND 20% performance of profits

Typically the base fee is based on the value of the portfolio on the last business day of the previous quarter and is paid in advance. The amount of the annual base fee is determined by the aggregate of the household account; \$20 million or more will be charge 1% with any amounts under the \$20 million will be charged the 2% fee. The performance fee portion of the fee is based on the growth of the portfolio over the previous quarter. The performance fee is adjusted for expenses and cash flow. Some clients will have a different fee based on the fee schedule at the time they became a client.

Performance based fees are calculated, in arrears, based on following:

1. At the end of the quarter we will compare the starting adjusted balance (adjusted for any cash flows) from the end of the quarter balance to determine if a profit was achieved.
2. Any profit will be assessed a 20% performance fee.
3. The performance fee then will be accessed. This procedure will be performed for each and every quarter.

In addition to the foregoing, Firm will provide financial planning services on a fee basis to certain clients. These fees are separate from any investment management fees. Firm will charge a negotiable fee based upon the anticipated complexity of the case and the facts and circumstances of the case. Such fee shall begin at \$2500. The actual amount of the fee shall be directly dependent on the complexity of the client's financial situation and the anticipated complexity of the overall case. Fees for this portion of the service are payable in advance of the quarter in which advisory services are rendered.

Some legacy clients may have a fee different than those disclosed above.

Clients may request to terminate their agreement, in whole or in part, by providing advance written notice as discussed above. The client shall be responsible for any fees up to and including the effective date of termination. Giokas Wealth Advisors will reimburse client on a pro-rata basis for any fixed fees paid and attributable to the number of days remaining in the quarter after the effective date of termination.

As discussed below in Item 12, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend a broker-dealer/custodian for client investment management assets. Broker-dealers/custodians such as charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to Giokas Wealth Advisors' investment management fee, brokerage commissions, and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).

Michael Giokas is a registered representative of a FINRA registered licensed broker/dealer, that is, Fortune Financial Services, Inc. through such firm may sell investment products and receive a commission on the sale of such products. Mr. Giokas, president of the Firm also may sell insurance products and receive a commission as a result of insurance sales as well. The majority of the firm's overall professional time shall be attributable to the advisory function with a minor portion attributable to the sales function.

In summary, Mr. Giokas accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

1. This practice presents a conflict of interest and gives us an incentive to recommend investment products based on the compensation received, rather than on a client's needs. This creates a conflict of interest. The firm will recommend no-load mutual funds in certain circumstances
2. Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us.
3. The firm charges advisory fees and Mr. Giokas may receive commission income as a result of product sales. Advisory fees are not off-set by commission income.

Clients are under no obligation to purchase these recommendations or to effect the transaction through the Firm or from any representatives of the Firm. The Firm has adopted internal policies to properly manage these and other potential conflicts of interest.

Because mutual funds pay advisory fees to their investment advisers and such fees are therefore indirectly charged to all holders of mutual fund shares, clients with mutual funds in their portfolios are effectively paying both the Firm and the mutual fund adviser for the management of their assets. Clients who place mutual fund shares under the Firm's management are therefore subject to both the Firm's direct management fee and the indirect management fee of the mutual fund's adviser.

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

As stated above under Item 5, Giokas Wealth Advisors will charge a performance based fee to all new clients.

You are advised that this program may be considered to have conflicts of interests, including but not limited to, Giokas Wealth Advisors may be prone to take a more tactical and dynamic management approach and strategy as Giokas Wealth Advisors' fee is directly correlated to the success of the performance of the account. Giokas Wealth Advisors offers no assurance to you that you will experience investment success. The potential losses (or opportunity for gains) to you will correlate with the effectiveness of the dynamic management. However, you must consider the affect of the fee on any gain you may experience in that Giokas Wealth Advisors' fee will reduce the overall gain to you. Clients participating in this program should be willing and able to accept and experience swings in the performance and value of the client's account.

## **Item 7 – Types of Clients**

Firm may offer services to individuals, pension plans, profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. Although we will make exceptions for situations regarding account sizes, our preference is for qualified account status clients only when it comes to new relationships.

Giokas Wealth Advisors does not impose a minimum account size for establishing a relationship.

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

Primarily, the firm uses tactical asset allocation. This involves technical analysis to determine current market and industry trends, trends in volatility as well as shifts in global economies. This information is compiled to determine an appropriate asset mix given the prevailing market environment and the risk tolerance of the client.

However, the Firm understands that every investor is unique. That's why we offer each client a choice of various investment management choices.

Investing in securities always involves the risk that you will lose money. Before investing in the securities markets, clients should be prepared to bear that risk. Over time, a client's account value will fluctuate. At any time, your assets may be worth more or less than the amount you invested. As with any investment strategy, there is no guarantee that our strategies will be successful. The Firm makes no guarantees or promises that our market analysis will be accurate or the investment strategies we use will be successful.

## **Other Security-Specific Risks**

### **General Risks of Owning Securities**

The prices of securities held in client accounts and the income they generate may decline in response to certain events taking place around the world. These include events directly involving the issuers of securities, conditions affecting the general economy, and overall market changes. Other contributing factors include local, regional, or global political, social, or economic instability and governmental or governmental agency responses to economic conditions. Finally, currency, interest rate, and commodity price fluctuations may also affect security prices and income.

### **Mutual Funds (Open-end Investment Company)**

A mutual fund is a company that pools money from many investors and invests the money in stocks, bonds, short-term money-market instruments, other securities or assets, or some combination of these investments. The portfolio of the fund consists of the combined holdings it owns. Each share represents an investor's proportionate ownership of the fund's holdings and the income those holdings generate. The price that investors pay for mutual fund shares is the fund's per share net asset value (NAV) plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads).

Mutual funds have benefits such as professional management, diversification, affordability, and liquidity. However, they also have features that some investors might view as disadvantages:

#### ***Costs Despite Negative Returns***

Investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs. Depending on the timing of their investment, investors may also have to pay taxes on any capital gains distribution they receive. This includes instances where the fund went on to perform poorly after purchasing shares.

#### ***Lack of Control***

Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.

#### ***Price Uncertainty***

With an individual stock, investors can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling a broker or your investment adviser. Investors can also monitor how a stock's price changes from hour to hour—or even second to second. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which the fund might not calculate until many hours after the investor placed the order. In general, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

## ***Index Funds***

Index funds aim to replicate the movements of an index of a specific financial market, often by trying to hold all of the securities in the index, in the same proportions as the index. While index funds may have advantages such as low costs, simplicity, lower turnover, and no style drift, they may also have some disadvantages. Since index funds aim to match market returns, both under- and over-performance compared to the market is considered a “tracking error.” For example, an inefficient index fund may generate a positive tracking error in a falling market by holding too much cash, which holds its value compared to the market. By design, an index fund seeks to match rather than outperform the target index. Therefore, a good index fund with low tracking error will not generally outperform the index, but rather produces a rate of return similar to the index minus fund costs. In addition, changes in the underlying index can reduce return of the fund. These losses can be considered small, however, relative to an index fund’s overall advantage gained by low costs.

## ***Tax Consequences of Mutual Funds***

When investors buy and hold an individual stock or bond, the investor must pay income tax each year on the dividends or interest the investor receives. However, the investor will not have to pay any capital gains tax until the investor actually sells and makes a profit. Mutual funds are different. When an investor buys and holds mutual fund shares, the investor will owe income tax on any ordinary dividends in the year the investor receives or reinvests them. Moreover, in addition to owing taxes on any personal capital gains when the investor sells shares, the investor may have to pay taxes each year on the fund’s capital gains. That is because the law requires mutual funds to distribute capital gains to shareholders if they sell securities for a profit that cannot be offset by a loss.

## **Exchange-Traded Funds (ETFs)**

An ETF is a type of Investment Company (usually, an open-end fund or unit investment trust) containing a basket of stocks. Typically, the objective of an ETF is to achieve returns similar to a particular market index, including sector indexes. An ETF is similar to an index fund in that it will primarily invest in securities of companies that are included in a selected market. Unlike traditional mutual funds, which can only be redeemed at the end of a trading day, ETFs trade throughout the day on an exchange. Like stock mutual funds, the prices of the underlying securities and the overall market may affect ETF prices. Similarly, factors affecting a particular industry segment may affect ETF prices that track that particular sector.

## **Equity Securities**

Equity securities represent an ownership position in a company. Equity securities typically consist of common stocks. The prices of stocks and the income they generate (such as dividends) fluctuate based on, among other things, events specific to the company that issued the shares, conditions affecting the general economy and overall market changes, changes or weakness in the business sector the company does business in, and other factors.

There may be little trading in the secondary market for particular equity securities, which may adversely affect the ability to value accurately or dispose of those equity securities. Adverse publicity

and investor perceptions, whether or not based on fundamental analysis, may decrease the value and/or liquidity of equity securities.

### ***Small Capitalization Equity Securities***

Investing in smaller companies may pose additional risks as it is often more difficult to value or dispose of small company stocks, more difficult to obtain information about smaller companies, and the prices of their stocks may be more volatile than stocks of larger, more established companies. Clients should have a long-term perspective and, for example, be able to tolerate potentially sharp declines in value.

### **Variable Annuities**

Variable annuities are typically invested in mutual funds yet differ from mutual funds in several ways. Variable annuities distribute periodic payments for the rest of the client's life (or designated person), have death benefits and are tax-deferred. Risks associated with variable annuities include a decline in market value, high surrender charges, long surrender periods, administrative fees and underlying fund expenses.

### **Cash and Cash Equivalents**

Cash and cash equivalents are the most liquid of investments. Cash and cash equivalents are considered very low-risk investments meaning, there is little risk of losing the principal investment. Typically, low risk also means low return and the interest an investor can earn on this type of investment is low relative to other types of investing vehicles.

Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be heightened in connection with investments in developing countries. Small-company stocks entail additional risks, and they can fluctuate in price more than larger company stocks.

Investments are not FDIC-insured, nor are they deposits of or guaranteed by a bank or any other entity, so they may lose value.

Different types of investments involve varying degrees of risk, and the client should not assume that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended by the Registrant) will be profitable or equal to any specific performance level(s).

## **Item 9 – Disciplinary Information**

Firm has no reportable legal or disciplinary events.

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

Michael Giokas is a registered representative of a FINRA registered licensed broker/ dealer, that is, Fortune Financial Services, Inc. through such firm may sell investment products and receive a commission on the sale of such products. Mr. Giokas, president of the within Firm also may sell insurance products and receive a commission as a result of insurance sales as well. The majority of the firm's overall professional time shall be attributable to the advisory function with a minor portion attributable to the sales function. As a result of such sales activity, there is a potential conflict of interest.

In summary, Mr. Giokas accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

1. This practice presents a conflict of interest and gives us an incentive to recommend investment products based on the compensation received, rather than on a client's needs. This creates a conflict of interest. The firm will recommend no-load mutual funds in certain circumstances
2. Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us.
3. The firm charges advisory fees and Mr. Giokas may receive commission income as a result of product sales. Advisory fees are not off-set by commission income.

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

The firm has adopted a written Code of Ethics in compliance with SEC rule 204A-1. The code sets forth standards of conduct and requires compliance with federal securities laws. Our code also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to the Chief Compliance Officer of the firm. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

The firm or individuals associated with the firm may buy or sell securities identical to those recommended to customers for their personal account.

It is the express policy of The firm that no person employed by the firm may purchase or sell any security prior to a transaction(s) being implemented for a firm account, and therefore, preventing such employees from benefiting from transactions placed on behalf of firm accounts.

The firm or any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

As these situations may represent a conflict of interest, the firm has established the following restrictions in order to ensure its fiduciary responsibilities:

1. A director, officer or employee of the firm shall not buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on

reasonable inquiry. No person of the firm shall prefer his or her own interest to that of the firm client.

2. The firm maintains a list of all securities holdings for itself, and anyone associated with this firm practice. These holdings are reviewed on a regular basis by Michael Giokas.
3. The firm requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment firm practices.
4. Any individual not in observance of the above may be subject to termination.

## **Item 12 – Brokerage Practices**

Firm's associated person is a registered representative of Fortune Financial Services, Inc. ("Fortune"). In the event that a client freely chooses to implement the advice through such registered representative, the broker/dealer would be Fortune Financial.

When recommending a broker-dealer Giokas Wealth Advisors will comply with its fiduciary duty to obtain best execution and with the Securities Exchange Act of 1934, and will take into account such relevant factors as:

- Price;
- The broker-dealer's facilities, reliability and financial responsibility;
- The ability of the broker-dealer to effect transactions, particularly with regard to such aspects as timing, order size and execution of order;
- The research and related brokerage services provided by such broker or dealer to the Taconic, notwithstanding that the account may not be the direct or exclusive beneficiary of such services; and
- Any other factors Giokas Wealth Advisors considers to be relevant.

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, the firm may receive from Fortune (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist the firm to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the firm may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software, and/or other products used by the firm in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist the firm in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

Giokas Wealth Advisors' clients do not pay more for investment transactions effected and/or assets maintained at Fortune as a result of this arrangement. There is no corresponding commitment made by the firm to Fortune or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement. However, the firm does not pay for the services, research or products provided by the selected broker-dealer and therefore, may have an incentive to select a broker-dealer based on those interests rather than those of the client.

**The Registrant's Chief Compliance Officer, Michael Giokas, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.**

The firm does not receive referrals from broker-dealers.

Pursuant to Securities & Exchange Commission ruling, the following statement is also made by Firm:

- 1) Firm's associated person is also associated with various insurance carriers.
- 2) Clients are under no obligation to have Firm's associated person implement any suggestions made in a financial plan.
- 3) If asked to implement the suggestions of the financial plan, Firm's associated person intends to implement such financial planning, in whole or in part through products offered by these companies.
- 4) To the extent Firm's associated person does implement, he will be acting as an agent for the broker/dealer.
- 5) Although Firm's associated person is a registered representative of Fortune Financial, these advisory services provided herein are basically beyond the scope of employment with the broker/dealer and these services are independent from such employment with the broker/dealer.
- 6) If insurance or securities products are sold, commissions would be received by the Firm's associated person.
- 7) Clients shall have total freedom to execute securities and/or insurance transactions with any company of their choice.
- 8) It is likely that Firm's associated person if asked to implement will recommend or use only the financial products offered by the broker/dealer as stated above and that the financial plan could be limited by such products.

### **Aggregation of Client Trades**

To the extent that Firm provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Firm decides to purchase or sell the same securities for several clients at approximately the same time. Firm may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among Firm's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed

independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Firm shall not receive any additional compensation or remuneration as a result of such aggregation.

### **Directed Brokerage**

Some clients may instruct Firm to use one or more particular brokers for the transactions in their accounts. Clients who may want to direct Firm to use a particular broker should understand that this may prevent from effectively negotiating brokerage compensation on their behalf. This arrangement may also prevent Firm from obtaining the most favorable net price and execution. Thus, when directing brokerage business, clients should consider whether the commission expenses and execution, clearance, and settlement capabilities that they will obtain through their broker are adequately favorable in comparison to those that Firm would otherwise obtain for its clients. Clients are encouraged to discuss available alternatives with their advisory representative.

### **Item 13 – Review of Accounts**

For those clients to whom Firm provides investment management supervisory services, account reviews will be conducted on an ongoing basis by Michael Giokas. All investment supervisory clients are advised that it remains their responsibility to advise Firm in writing of any changes in the client's investment objectives and/or financial situation, or if the client wishes to impose any reasonable restrictions on Firm's discretionary management services. All clients (in person or electronically) are encouraged to review investment objectives and account performance with Firm on an annual basis. Firm may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event such as a market correction, large deposits or withdrawals from an account, substantial changes in the value of a client's portfolio, change in the client's investment objectives, and client request.

With respect to asset management clients, custodian sends quarterly reports directly to the advisory client.

The firm also sends out a quarterly billing report to clients.

### **Item 14 – Client Referrals and Other Compensation**

Mr. Giokas sells insurance products and investment products and to that extent will receive commission on the sale of such products. Mr. Giokas receives compensation derived from 12b-1 distribution fees assessed funds held by clients. Associated persons of Firm may receive non-cash incentive awards for the sale of products. The sale or the potential to receive awards may affect judgment in selecting products sold to clients.

The Firm may also employ/engage solicitors to whom it will pay cash or a portion of the fees paid by the client referred to the firm by those solicitors. The Firm would agree to pay a solicitor a percentage of revenue generated from the assets of Clients introduced to the Firm by the solicitor. This fee percentage would be a fixed percentage of the total fees generated by the Client. Clients

referred to the Firm will not be charged a higher management fee than other Clients to cover the solicitor's fees.

All solicitors who refer clients will comply with the requirements of the jurisdiction where they operate. When applicable, the solicitor will be licensed as investment advisors or notice filed in the applicable jurisdiction, meeting the requirements of Section 11.6 or 11.7 of the investment adviser regulations.

### **Item 15 – Custody**

Firm will usually take the asset management fee directly from the clients' accounts. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The firm may also provide a written periodic report summarizing account activity and performance. To the extent that the firm provides clients with periodic account statements or reports, the client is urged to carefully compare and review any statement or report provided by the Registrant with the account statements received from the account custodian. The account custodian does not verify the accuracy of the Registrant's advisory fee calculation.

### **Item 16 – Investment Discretion**

As a result of the fact that Firm may have discretionary authority to provide investment supervisory services on behalf of the clients, Firm or a related person may have the authority to determine, without first obtaining specific client consent, the securities to be bought or sold and/or the amount of securities to be bought or sold.

Prior to the firm assuming discretionary authority over a client's account, client shall be required to execute an Agreement, naming the firm as client's attorney and agent in fact, granting the firm full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage the firm on a discretionary basis may, at any time, impose restrictions, **in writing**, on the firm's discretionary authority (i.e., limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the firm's use of margin, etc.).

### **Item 17 – Voting Client Securities**

Firm does not vote any proxy statements on behalf of advisory clients. Although, on rare occasions and only at the client's request, the Firm may offer clients advice regarding corporate actions and the exercise of proxy voting rights. Clients will receive their proxies or other solicitations directly from their custodian.

## **Item 18 – Financial Information**

Firm does not receive any advisory fees more than six months in advance. Firm is unaware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Firm has never been the subject of a bankruptcy proceeding.

## **Item 19 – Requirements for State-Registered Advisers**

Information on Michael Giokas' background, education, and qualifications is contained in a supplement to this brochure. You should receive both the brochure and the supplement.

As discussed in Item 6 above, the Firm may be compensated for advisory services with performance-based fees. Performance based fees are calculated based on following:

(1) At the end of the quarter we will compare the starting adjusted balance (adjusted for any cash flows) from the end of the quarter balance to determine if a profit was achieved. (2) Any profit will be assessed a 20% performance fee. (3) The performance fee then will be accessed. This procedure will be performed for each and every quarter.

Performance based compensation may create an incentive to recommend an investment that may carry a higher degree of risk to the client. Please see that item and Item 5 for addition information regarding this compensation method.

### **Other Business Activities:**

Michael Giokas is a registered representative of a FINRA registered licensed broker/ dealer, that is, Fortune Financial Services, Inc. and through such firm may sell investment products and receive a commission on the sale of such products. Mr. Giokas, president of the within Firm also may sell insurance products and receive a commission as a result of insurance sales as well. Approximately 95% of Firm's overall professional time shall be attributable to the advisory function with the balance being attributable to the sales function. As a result of such sales activity, there is a potential conflict of interest.

In summary, Mr. Giokas accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. 1. This practice presents a conflict of interest and gives us an incentive to recommend investment products based on the compensation received, rather than on a client's needs. This creates a conflict of interest. The firm will recommend no-load mutual funds in certain circumstances 2. Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us. 3. The firm charges advisory fees and Mr. Giokas may receive commission income as a result of product sales. Advisory fees are off-set by commission income.

Neither the firm nor any supervised person has any arrangement with any issuer of securities that was not previously listed in Item 10 above.

January 1, 2015



**Michael Giokas**

Giokas Wealth Advisors  
6580 Main Street  
Williamsville, New York 14221

Phone: 716-634-2211

January 1, 2015

**FORM ADV PART 2B  
BROCHURE SUPPLEMENT**

This brochure supplement provides information about Michael Giokas that supplements the Giokas Wealth Advisors brochure. You should have received a copy of that brochure. Please contact Michael Giokas, Chief Compliance Officer if you did not receive Giokas Wealth Advisors' brochure or if you have any questions about the contents of this supplement.

Additional information about Michael Giokas is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

January 1, 2015

**Educational Background and Business Experience:**

Name: Michael Giokas  
Date of Birth: November 4, 1959  
Education: University of Buffalo  
Employment: Giokas Wealth Advisors Inc., Investment Adviser, President  
Fortune Financial Services, Inc., Broker/Dealer, Registered Representative  
Comprehensive Asset Management and Servicing, Inc., Broker/Dealer, Registered Representative  
Securities Services Network, Inc., Broker/Dealer, Registered Representative  
LINSICO/Private Ledger Corp, Broker/Dealer, Registered Representative  
Guardian Investor Services Corp., Broker/Dealer, Registered Representative  
FSC Securities Corporation, Broker/Dealer, Registered Representative

**Disciplinary Information:** Not applicable.

**Other Business Activities:**

Michael Giokas is a registered representative of a FINRA registered licensed broker/ dealer, that is, Fortune Financial Services, Inc. and through such firm may sell investment products and receive a commission on the sale of such products. Mr. Giokas, president of the within Firm also may sell insurance products and receive a commission as a result of insurance sales as well. Approximately half of Firm's overall professional time shall be attributable to the advisory function with the balance being attributable to the sales function. As a result of such sales activity, there is a potential conflict of interest.

In summary, Mr. Giokas accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. 1. This practice presents a conflict of interest and gives us an incentive to recommend investment products based on the compensation received, rather than on a client's needs. This creates a conflict of interest. The firm will recommend no-load mutual funds in certain circumstances 2. Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with us. 3. The firm charges advisory fees and Mr. Giokas may receive commission income as a result of product sales. Advisory fees are not off-set by commission income.

**Additional Compensation:** See Item 4, above.

**Supervision:** Not applicable.

**Requirements for State-Registered Advisers:**

Mr. Giokas has never been found liable in an arbitration proceeding or a civil, self-regulatory, or administrative proceeding or been the subject of a bankruptcy petition.