

Wrap Fee Program Brochure

Form ADV 2A - Appendix 1

Item 1 - Cover Page



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This brochure provides information about the qualifications and business practices of Bayhawk Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (404) 537-2940 or mwiles@bayhawkllc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Bayhawk Asset Management, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Bayhawk Asset Management, LLC also is available on the SEC's website at www.AdviserInfo.sec.gov.

Item 2 - Material Changes

This Wrap Brochure is prepared in the revised format required beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Wrap Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any material changes to our policies, practices, or conflicts of interest made since our last required "annual update" filing. In the event of any material changes, such Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on March 16, 2015. Of course the complete Brochure is available to clients at any time upon request.

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Item 4 - Services, Fees and Compensation

Bayhawk Asset Management, LLC (“Bayhawk”) was formed in 2010 and provides asset management, portfolio analysis and tactical asset allocation services to its clients. Such services may be offered through the “Bayhawk Wrap Program” or the “Program”, which has been designed to simplify the payment of management fees and brokerage expenses.

Mark Steven Palmer and Thomas Christopher Comsudes are the principal owners of Bayhawk. Please see ***Brochure Supplement***, provided separately, for more information on Mr. Palmer, Mr. Comsudes, and other individuals who formulate advice to clients.

Portfolio Management Services

Most clients are referred to Bayhawk by an outside, unaffiliated person, such as registered representatives of broker/dealers, financial planners and CPAs (each a “Primary AdvisorPrimary Advisor”), with whom the client has an established relationship. Please see Part 2A ***Item 14 - Client Referrals and Other Compensation*** for more information regarding such arrangements.

At the beginning of a client relationship that is not initiated by a Primary Advisor, Bayhawk meets with the client, gathers information and performs research and analysis as necessary to develop the client’s Investment Plan. Alternatively, for those clients referred to Bayhawk by a Primary Advisor, Bayhawk will be provided the Investment Plan by the Primary Advisor, which Bayhawk will then carry out on the client’s behalf. The Investment Plan will determine which Model or combination of Models best suit the client’s needs, as reflected in the Financial Profile. The Investment Plan will be updated from time to time when requested by the client or the Primary Advisor, or when determined to be necessary or advisable by Bayhawk based on updates to the client’s financial or other circumstances.

To implement the client’s Investment Plan, Bayhawk will manage the client’s investment portfolio on a discretionary basis. As a discretionary investment adviser, Bayhawk will have the authority to supervise and direct the portfolio without prior consultation with the client.

General Fee Information

Fees paid by clients to participate in the Bayhawk Wrap Program generally include brokerage expenses (e.g., commissions, ticket charges, etc) as well as the management fee paid to Bayhawk. Under the all-inclusive billing alternative, Bayhawk will assess one client fee that captures the management, brokerage and administrative portions collectively. Please see Part 2A ***Item 5 - Fees and Compensation*** for Bayhawk’s fee schedule and other billing information.

Fees paid to Bayhawk are exclusive of and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund’s prospectus or offering materials). Clients will pay certain fees in addition to the fees of the Bayhawk Wrap Program, as more fully described in the Brochure, Part 2A. Bayhawk Wrap Program fees which Bayhawk does not pay to third parties in connection with transaction and execution expenses are retained by Bayhawk. Because of this, Bayhawk may have a disincentive to trade securities in client accounts.

The client should review all fees charged by funds, Bayhawk and others to fully understand the total amount of fees paid by the client for investment and financial-related services. Clients participating in the Bayhawk Wrap Program may pay higher or lower fees than clients purchasing such services

separately, depending on the cost of services if provided separately and the level of trading in a particular client's account.

Wrap Program Fee Information

Please see **Item 5 - Fees and Compensation** of ADV Part 2A for more information regarding the Wrap Fee Program Fees.

Item 5 - Account Requirements and Types of Clients

Bayhawk serves individuals, foundations and corporations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$50,000. Bayhawk may impose a minimum annual fee. Under certain circumstances and in its sole discretion, Bayhawk may negotiate such minimums.

Item 6 - Portfolio Manager Selection and Evaluation

The Bayhawk Wrap Program was designed to simplify the payment of Bayhawk's management fees and brokerage expenses. Bayhawk's portfolio management services in the Program are not differentiated from its portfolio management services provided under other fee arrangements. The Program does not select other managers in addition to Bayhawk, which is the only Portfolio Manager for the Program.

Please see Bayhawk's ADV Part 2A for more information in the following areas: ***Item 4 - Advisory Business, Item 6 - Performance-Based Fees and Side by Side Management, Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss, and Item 17 - Voting Client Securities.***

Item 7 - Client Information Provided to Portfolio Managers

Bayhawk is the only portfolio manager under the Bayhawk Wrap Program. No information is shared with any other portfolio manager.

Item 8 - Client Contact with Portfolio Managers

Bayhawk is the only portfolio manager under the Bayhawk Wrap Program. No restrictions are placed on client's ability to contact or consult with Bayhawk.

Item 9 - Additional Information

Neither Bayhawk nor its Management Persons have any disciplinary disclosure required. Please see ADV Part 2A for more information in the following areas: ***Item 10 - Other Financial Industry Activities and Affiliations, Item 11 - Code of Ethics, Item 13 - Review of Accounts, Item 14 - Client Referrals and Other Compensation, and Item 18 - Financial Information.***