

Tickeron, Inc.

Part 2A of Form ADV Brochure

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This Brochure provides information about the qualifications and business practices of Tickeron, Inc. (“Tickeron”). Tickeron is registered with the United Securities and Exchange Commission as an investment adviser. That registration does not imply a certain level of skill and training. If you have any questions about the contents of this brochure, please contact us at (408) 499-7971 and/or info@tickeron.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.

Additional information about Tickeron is also available on the SEC’s Website at:
www.adviserinfo.sec.gov.

Item 2 - Material Changes

This brochure amends and supersedes our initial brochure that was filed in January 2014. There have been no material changes since our initial brochure.

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Item 4 - Advisory Business

Tickeron, Inc. (“Tickeron”) is a privately-held Nevada corporation formed in 2012 by Sergey Savastiouk and John Jacques. Messrs. Savastiouk and Jacques are the principal owners of Tickeron.

- A. Investment Advisory Service: Tickeron provides an investment advisory service for members (“Members”), who are required to register for membership. The investment advisory service is provide through a secure website (“Website”) which can be found at www.tickeron.com. Specifically, Tickeron provides Members with the ability to create and manage one or more hypothetical investment portfolio(s) of comprising stocks and bonds. Access to the Website is provided to users who may be registered users or unregistered users. Unregistered users (“Users”) have access to selected portions of the Website and are not required to undergo a registration process. Registered users (“Members”) undergo a registration process in terms of which said users create a profile and are each assigned a username and password for registered access to the Website. The class of Members is further divided into Beginner Members, Intermediate Members, Expert Members, and Advisor Members. Each type of Member corresponds to a certain level of proficiency in making investments. Ideally said level of proficiency increases from low to

high as follows: Beginner Member, Intermediate Member, Expert Member, Advisor Member. Generally, a Beginner Member has little or no investment experience; an Intermediate Member is someone with moderate investment experience; an Expert Member is someone with substantial investment experience; and an Advisor Member is someone who is registered as an investment adviser with a State or with the SEC. Members are required to self-classify themselves into one of the classes of members, failing which they are classified as Beginner Members by default. Tickeron does not verify that a Member is properly classified into a class based on the Member's level of investment proficiency. Expert Member and Advisor Members are allowed to sell investment advice to other Members as will be described. Elements of the investment advisory service include:

- a) **Portfolio Diversification Scores:** A portfolio's "Diversification Score" allows a Member to determine whether said member's portfolio is adequately diversified or if it needs additional diversification. The Diversification Score is generated by a proprietary, automated computer algorithm, which analyzes various inputs submitted by a Member, such as the length of investment term, risk tolerance and the Member's existing portfolio.
- b) **Portfolio Allocation Tools:** The investment advisory service provides tools to generate a "Static Allocation" and a "Dynamic Allocation" for a portfolio. The Static Allocation is recommended for Members that reallocate portfolio holdings infrequently. The Dynamic Allocation is recommended for Members that reallocate portfolio holdings frequently. A portfolio's Static Allocation and/or Dynamic Allocation are generated by a proprietary, automated computer algorithm, which analyzes various inputs submitted by a Member, such as the length of investment term, risk tolerance and the Member's existing portfolio. Based on a Diversification Score, Static Allocation, and Dynamic Allocation for a portfolio, a Member may determine how or whether to change said portfolio by taking independent action or seeking investment advice from third parties.
- c) **Mall:** In addition to providing Members' portfolio(s)' with Diversification Score(s), Static Allocation(s) and/or Dynamic Allocation(s), the Website also allows certain Members to interact with other members. In particular, the Website has a virtual "mall" (the "Mall"), which allows Intermediate Members to subscribe to publications and/or purchase investment-related products from Expert Members and Advisor Members. In addition, Advisor Members are allowed to offer advisory services to Intermediate Members and Expert Members through the Mall. **Webcasts:** An Expert Member and an Advisor Member are allowed to create a web conference room ("Webcast") to allow other Members to follow said Expert Member's or Advisor Member's trading activity by means of web-based screen sharing. Webcasts are enabled on a pay-per-view basis.
- e) **Investment Clubs:** An Intermediate Member, Expert Member and Advisor Member can each create a virtual group ("Investment Club") comprising other members who are invited to join the Investment Club. The creator of an Investment Club is allowed to manage allocations of a Master Portfolio. The Website provides functionality to allow Members of an Investment Club to communicate between themselves using communication tools such

as instant messaging. Said Members are each allowed to maintain a version of the Master Portfolio and to suggest their versions of Master Portfolio allocations by re-allocating their versions of the Master Portfolio. Members can expose their personal portfolios to other Members of an Investment Club. Members of an Investment Club may view Tickeron and community predictions on stocks that are a part of the Master Portfolio.

f) **Member Profiles:** The Website allows each Member to maintain a Member Profile which is in essence a social-media style profile comprising posts corresponding to the Member's activities such as publishing an article in the Learning Center (see h) below), creating a Webcast, Member tweets, products published in the Mall, etc. Members can view the profiles of other Members. A Member can also subscribe to be notified of updates to the Member Profile of another Member.

g) **Ticker Profiles:** Akin to Member profiles, Tickers may also have profiles ("Ticker Profiles"). A Ticker represents a tradable investment such as a stock, mutual fund, ETF, etc. A Member can browse the Ticker Profiles published on the Website. Each Ticker profile comprises information such as ticker market information, financial indicators, learning center articles, messages associated with the ticker, blog posts associated with the ticker, tweets about the ticker, Tickeron and community predictions for the ticker (see below)

h) **Community Predictions and Voting:** The Website provides functionality for Members to make predictions about price movements associated with a ticker or with a portfolio of tickers. The predictions may be captured through polling of Members to determine a Member's prediction. Said polling may be achieved through a voting feature whereby a Member is allowed to vote on whether the Member thinks that a ticker or portfolio of tickers is going to go up or down.

h) **Forums:** The Website provides Forums wherein Members are able to communicate with each other and view articles about tickers and portfolios.

B) Tickeron does not participate in wrap fee programs.

C) Tickeron does not manage Member assets on a discretionary or non-discretionary basis and does not have custody of any Member assets.

Item 5 - Fees and Compensation

A. Tickeron requires its Members to register with the Website prior to accessing and using the Website's features. Upon registration, Members may access and use the Website free of charge to create and manage (1) portfolios, (2) utilize the Diversification Score and the portfolio allocation tools, (3) communicate with Other Members, and (4) purchase/sell items in the Mall (except for Beginner Users). Members may create and manage additional portfolio(s) by purchasing one or more sets of five (5) separate portfolios (each, a "Portfolio Set") for a fee of \$10.00/month ("Portfolio Set Fee") per Portfolio Set, which is payable in arrears.

- B. Tickeron does not deduct fees from a Member's account or assets, however, a Member's credit card shall be charged a monthly fee, as described in Item 5.A., if such Member purchased one or more Portfolio Sets.
- C. Tickeron also charges a 15% transaction fee for each transaction between Members that occur within the Mall. The primary purpose of the Mall is to enable Intermediate Users to seek additional investment-related products, information and/or advice from Expert Members and/or Advisor Members. Tickeron does not endorse or supervise any Expert Member or Advisor Member.
- D. Members are not charged fees in advance.
- E. Except as provided in this Item 5, neither Tickeron nor any of its officers or managers accept compensation for the sale of securities or any investment products.

Item 6 - Performance Based Fees and Side-by-Side Management

Tickeron does not charge performance-based fees.

Item 7 - Methods of Analysis, Investment Strategies and Risk of Loss

The Website employs a proprietary, automated computer algorithm, which analyzes various inputs submitted by a Member, such as the length of investment term, risk tolerance and existing portfolio. The algorithm was developed by Tickeron engineers and continues to be refined. Tickeron's investment advice is limited to generating a Diversification Score, Static Allocation and/or Dynamic Allocation for a Member's portfolio. Once a Member receives his or her portfolio's Diversification Score, Static Allocation and/or Dynamic Allocation, the Member must determine how or whether to change his or her portfolio by taking independent action or seeking investment advice from third parties. The Members do not invest any assets with Tickeron and Tickeron has no discretionary or non-discretionary investment management authority over the Members' assets. To the extent a Member seeks investment advice from a third party Advisor, such Member should understand that all investing involves a risk of loss, and Members should be prepared to bear losses on any investments they make based upon information obtained from a third party Advisor. Investing is speculative and entails special risks, including general economic, political, regulatory, market, industry, company-specific, concentration, volatility, liquidity, technical, supply, competitive and other risks. No assurance can be given that the advice of an Advisor will be correct and past performance is not a guarantee of future success.

Item 8 - Disciplinary Information

None of Tickeron or its officers or managers have been involved in any legal or disciplinary events that would be material to a Member's evaluation of the firm or its management.

Item 9 - Other Financial Industry Activities and Affiliations

- A. None of Tickeron or its officers or managers are registered (and do not have any application pending to register) as a broker-dealer or a registered representative of a broker-dealer.

- B. None of Tickeron or its officers or managers are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of any of the foregoing entities.
- C. None of Tickeron or its officers or managers have relationships with related parties in the financial services industry that materially affect Tickeron's investment advisory service or any Member.
- D. None of Tickeron or its officers or managers recommend or select for any Member, or have other business relationships with, other investment advisers.

Item 10 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

- A. In order to avoid conflicts of interest and protect Members from improper behavior, Tickeron has adopted a Code of Ethics ("Code"), as required under the Advisers Act. Tickeron's Code includes provisions protecting Member confidentiality and prohibiting activities likely to create a conflict of interest. A complete copy of the Code is available upon request to Tickeron's Chief Compliance Officer at the address, telephone or email address on the cover page of this Part 2.
- B. Neither Tickeron nor any related person recommends to Members securities in which Tickeron has a direct material financial interest. Tickeron does not have discretionary or nondiscretionary authority over any Member assets. Neither Tickeron nor any related person shall sell subscriptions to publications, investment-related products or advisory services in the Mall without fully and conspicuously disclosing such activity.
- C. Tickeron is not in the business of investing in securities. Tickeron's officers and employees may purchase securities for their own accounts that are the same as securities in a Member's portfolio. However, because Members make their investment decisions independently and without any disclosure to Tickeron, any purchase of the same securities would be coincidental.
- D. Tickeron does not invest in securities and does not buy or sell securities for Members. Any similarity in the timing of personal investments of Tickeron employees and the investments of Members made after acquiring a portfolio's Diversification Score, Static Allocation and/or Dynamic Allocation is coincidental, immaterial and does not prejudice Members in any way.

Item 12 - Brokerage Practices

Tickeron does not select or recommend broker-dealers for Member transactions.

Item 12 - Review of Accounts

Tickeron's Member accounts are not regularly reviewed or monitored by Tickeron and are only reviewed by Tickeron upon the request of a Member.

Item 13 - Client Referrals and Other Compensation

- A. Tickeron does not receive any benefits from third parties for providing Diversification Scores, Static Allocations and/or Dynamic Allocations. Although Tickeron receives fees from Portfolio Sets, transactions in the Mall, and Webcasts, these fees are not directly related to the Diversification Scores, Static Allocations and/or Dynamic Allocations.
- B. Tickeron may conduct marketing campaigns through advertising networks (e.g., Google AdWords/AdSense). When visitors to the Website or potential Members are directed to the Website from an advertising network, Tickeron will compensate such network.

Item 14 - Custody

Tickeron does not have custody of Member funds, securities or other assets.

Item 15 - Investment Discretion

Tickeron does not have discretionary authority to manage the Members' assets.

Item 16 - Voting Client Securities

Tickeron does not have authority to vote Member securities and does not provide advice as to the voting of Member securities.

Item 17 - Financial Information

- A. Tickeron does not require or solicit any prepayment of more than \$1,200 in fees per Member six months or more in advance.
- B. Tickeron is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to Members.
- C. Tickeron has not been subject to a bankruptcy petition.