

Spari, Inc.

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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Spari, Inc. If you have any questions about the contents of this brochure, contact us at 720-409-3400. 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 Spari, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Spari, Inc. 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 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

We are a newly registered investment adviser; therefore, we have no material changes to report.

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Item 4 Advisory Business

Description of Firm

Spari, Inc. is a registered investment adviser primarily based in Manhattan, KS. We are organized as a Corporation under the laws of the State of Kansas. We are primarily owned by Emily Keating, Mary Beth Kraszewski, Daniel Keating, and J. Ryan Mann.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to Spari, Inc. and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

Types of Advisory Services Offered

We provide financial planning services to individuals including online tools and resources regarding financial management and budgeting.

Each client that purchases a Financial Plan via our web-based platform will receive:

- One, one-hour meeting to present the analysis and recommendations (must be completed within 6 months of signing up)
- One follow-up half hour meeting to discuss progress on implementation (must be completed within 6 months of signing up)

The following will also be provided to the extent applicable and to the extent sufficient information is provided to undergo an analysis of the topic area:

- Cash Flow/Budget Analysis
- Education Planning Analysis
- Retirement Planning Analysis
- Risk (Insurance) Analysis
- Employee Benefit Analysis
- Investment Analysis (Risk Tolerance, Time Horizon, and Diversification)
- Major Goal Planning

On-Going Services*

- Access to Financial Planning portal which provides up to date values of assets
- Access to on-line vault for document storage

* Every plan comes with online access to the financial planning portal and document storage for 30 days (from the day the plan is delivered. Thereafter, clients will be billed \$19.99 a month in order to maintain access to the online portals and ongoing email support and/other services.

The Plan provided to Clients are tailored to each Client's specific financial planning needs. Clients must complete a Questionnaire for purposes of ascertaining a Client's financial conditions, goals and objectives. Based on the Client's responses to the Questionnaire the Firm will develop an individual financial plan for each Client. The Firm does not guarantee or ensure the success of any financial plan. At present, the Firm does not recommend specific securities or investments for Clients but may discuss asset allocation with Clients and/or recommend other investment advisers (including affiliates) that offer investment management services.

The Firm relies on the Client to provide complete and truthful information in response to the Questionnaire and in the course of any other communications between the Client and the firm or advisory representative. The Firm is not responsible for verifying the information supplied by the Client

but will take reasonable steps to inquire into the accuracy of that information in communications with the Client. The Firm's Services do not include legal or tax advice. Accordingly, the Client is urged to work closely with the Client's attorney, accountant or other professionals regarding the Client's financial and personal situation.

Wrap Fee Programs

We do not participate in any wrap fee program.

Assets Under Management

We are a newly registered investment adviser; therefore, we do not have any discretionary or non-discretionary assets under management.

Item 5 Fees and Compensation

Our plans are delivered via our web-based platform. The initial fee for the Financial Plan and online account set up is \$299.00. This fee includes client profiling and assessment, delivery of the plan, the consults/meetings referenced in Item 4, as well as access to the online planning portal for 30 days. The initial plan fee will be due and payable at the inception of the relationship and prior to gaining online access to the plan.

The ongoing retainer fee is a monthly fee of \$19.00 for continued access to the plan and ongoing support. The ongoing retainer fee is billed in advance on the first of each month or on the first business day of the month.

The Firm reserves the right, in its sole discretion, to amend or change its fees for its current services or any additional services that we may offer. Advisory fees are not negotiable.

Additional Fees and Expenses

As part of our investment advisory services to you, we may recommend that you invest in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others.

Compensation for the Sale of Securities or Other Investment Products

Persons providing investment advice on behalf of our firm are registered representatives with Raymond James Financial Services, Inc., ("RJFS"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. In their capacity as registered representatives, these persons will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees.

Persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons are able to earn commission-based compensation for selling insurance products. Insurance commissions earned by these persons are separate and in addition to our advisory fees.

Receipt of commission-based compensation presents a conflict of interest; however, we endeavor at all times to place your interests first when making recommendations regarding insurance and/or investments. Moreover, you are under no obligation, contractually or otherwise, to purchase securities or insurance products through any person affiliated with our firm.

Arrangements with Raymond James Financial Services Advisors, Inc.

Certain associated persons of our firm are licensed to offer advisory and management services through Raymond James Financial Services Advisors, Inc. ("RJFSA"), a federally registered investment adviser. As such, persons registered with RJFSA as advisory representatives may recommend various fee-based management services through RJFSA. In this capacity, they may receive a portion of advisory fees collected by RJFSA. If you are in need of discretionary investment management services, we may recommend that you obtain such services through RJFSA, and you will be required to sign an advisory or management agreement directly with RJFSA. You will also receive a copy of the RJFSA's ADV Disclosure Brochure describing RJFSA's advisory services and fees.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals (other than high net worth individuals) and high net worth individuals.

In general, we do not require a minimum net worth or dollar amount to engage our firm for financial planning.

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

Our Methods of Analysis

Our asset allocation strategies and advice may vary depending upon each client's specific financial situation. As such, our plan and allocation recommendations are based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various factors. Your restrictions and guidelines may affect the composition of your plan. To facilitate the formulation of investment advice by one of the Firm's financial planners, clients use a web-based system designed and monitored by the Firm. The Firm's web-based system consists of a Questionnaire that must be completed by the Client. The Questionnaire takes into consideration a number of factors about the Client's financial situation including, but not limited to: financial goals; educational goals or financing requirements; cash flow needs; salary; cost of living; contributions to a retirement plan; health insurance payments; tax situation; credit score; spending profile; debts; savings and retirement accounts; real estate ownership; and insurance needs.

It is important that you notify us immediately with respect to any material changes to your financial circumstances, including for example, a change in your current or expected income level, tax circumstances, or employment status.

Tax Considerations

Our strategies and recommendations may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration. We strongly recommend that you consult with a tax professional regarding the investing of your assets.

Moreover, custodians and broker-dealers must report the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

We do not primarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Item 10 Other Financial Industry Activities and Affiliations

Registrations with Broker-Dealer and Other Investment Adviser

As disclosed above, certain persons providing investment advice on behalf of our firm are registered representatives of RJFS, a securities broker-dealer, member FINRA/SIPC. These individuals are also associated with Raymond James Financial Services Advisors, Inc., ("RJFSA") and Keating Financial Advisory Services ("KFAS"), as Investment Adviser Representatives ("IARs") and may offer various fee based services through RJFSA and/or KFAS, including asset management services, asset allocation, and/or retirement planning services. As such, these individuals may receive a portion of advisory fees collected by RJFSA and/or KFAS. Notwithstanding the fact that principals and associates of our firm may be registered representatives and advisory representatives of RJFS/RJFSA or KFAS, we are solely responsible for advice rendered and/or services provided in accordance with this Brochure and the agreement entered into by you and our firm.

You are under no obligation, contractually or otherwise, to purchase or sell securities and/or insurance products through these related persons in their separate capacities as securities and/or advisory representatives of RJFS/RJFSA and/or insurance agencies. However, if you freely choose to implement the plan through such individuals the broker/dealer used will be RJFS, and commissions will be earned in addition to any fees paid for advisory services. The commissions may be higher or lower at RJFS than at other broker/dealers.

Associated persons of our firm, in their separate capacity as IARs of RJFSA, will provide portfolio management services through the Investment Management Program for Advisory Clients (IMPAC), PASSPORT Account Program, FREEDOM Account Program and others. These programs are offered under separate contract and pursuant to disclosures set forth in RJFSA's Form ADV Part 2A or equivalent disclosure documents.

Affiliated Entities Disclosure

We are affiliated with Keating & Associates, Inc., a licensed insurance agency, through common control and ownership. Therefore, persons providing investment advice on behalf of our firm are licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they may recommend to you. Insurance commissions earned by these persons are separate from our advisory fees. Please see the "Fees and Compensation" section in this brochure for more information on the compensation received by insurance agents who are affiliated with our firm.

Keating & Associates, Inc. is also involved with pension administration activities. Fees that are paid to us for advisory services are separate and distinct from the fees paid to Keating & Associates, Inc.

Referral arrangements with an affiliated entity present a conflict of interest for us because we may have a direct or indirect financial incentive to recommend an affiliated firm's services. While we believe that compensation charged by an affiliated firm is competitive, such compensation may be higher than fees charged by other firms providing the same or similar services. You are under no obligation to use the services of any firm we recommend, whether affiliated or otherwise, and may obtain comparable services and/or lower fees through other firms.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Item 12 Brokerage Practices

The Firm currently does not select broker-dealers for Clients or direct or execute client trades, but may provide recommendations for broker-dealers (both full-service and discount firms) that provide brokerage and custody services, as well as a wide range of other services, including access to investment options including, but not limited to, ETFs and Index Funds. If you are in need of brokerage services, and depending on your circumstances we may recommend the brokerage and custodial services of RJFS. We believe that RJFS provides quality execution services at competitive prices. Registered Representatives of RJFS are subject to applicable rules that restrict them from conducting securities transactions away from RJFS unless RJFS provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through RJFS. In the event that you freely choose to implement any advice rendered through one of our associated advisory representatives, the broker/dealer will be RJFS.

It may be the case that RJFS charges higher transactions costs and/or custodial fees than other brokers charge for the same types of services. If transactions are executed through RJFS, associated persons (in their separate capacities as registered representatives of RJFS) may earn commission-based compensation as result of placing the recommended securities transactions through RJFS. Please see the "Fees and Compensation" section in this brochure for more information on the compensation received by registered representatives of RJFS who are affiliated with our firm. **Please note that Clients may use the custodian or broker-dealer of their choice and have no obligation to use a firm that we may recommend.**

Research and Other Soft Dollar Benefits

The Firm does not receive research or other products or services from a broker-dealer. The Firm currently does not participate in any soft dollar arrangements.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Block Trades

We do not provide portfolio/asset management services through this entity; therefore, we do not combine multiple orders for shares of the same securities purchased for advisory accounts. A practice commonly referred to as ("block trading").

Item 13 Review of Accounts

Financial Plans are not reviewed on a pre-set schedule. An assigned Planner may review the Client's Questionnaire(s) and any other relevant information prior to customizing a Financial Plan for the Client. At the beginning of the relationship with a Client, the Firm will provide the Client with a financial plan as described in Item 4 - Advisory Business.

We will not provide you with additional or regular written reports. You will receive trade confirmations and quarterly statements from your account custodian(s) if you open or maintain brokerage or investment accounts.

Item 14 Client Referrals and Other Compensation

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are licensed insurance agents, and are registered representatives with RJFS. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* section.

We do not receive any compensation from any third party in connection with providing investment advice to you, nor do we compensate any individual or firm for client referrals at this time. However, we may enter into such arrangements in the future.

Item 15 Custody

We do not exercise custody over your funds or securities. Your funds and securities will be held with a bank, broker-dealer, or other qualified custodian. You will receive account statements from the qualified custodian(s) holding your funds and securities. If you have a question regarding your account statement or if you did not receive a statement from your custodian, contact your custodian directly.

Item 16 Investment Discretion

We do not provide discretionary management services.

Item 17 Voting Client Securities

We will not vote proxies on your behalf nor do we accept authority to do so. In most cases, you will receive proxy materials directly from your account custodian(s).

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any non-affiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

If you decide to close your account(s) we will adhere to our privacy policies, which may be amended from time to time.

If we make any substantive changes in our privacy policy that would further permit or require disclosures of your private information, we will provide written notice to you. Where the change is based on permitted disclosures, you will be given an opportunity to direct us as to whether such disclosure is acceptable. Where the change is based on required disclosures, you will only receive written notice of the change. You may not opt out of the required disclosures.

If you have questions about our privacy policies contact our main office at the telephone number on the cover page of this brochure and ask to speak to the Chief Compliance Officer.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.