

Item 1: Cover Page



CRD No. 109998

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

July 3, 2017

9640 Clayton Road
St. Louis, Missouri 63124

phone: 314-725-6300
website: www.towerhillwealth.com

This brochure provides information about the qualifications and business practices of TowerHill Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at 314-725-6300. 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. Registration with the SEC or state regulatory authority does not imply a certain level of skill or expertise.

Additional information about TowerHill Wealth Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Firm Brochure is our disclosure document prepared according to regulatory requirements and rules.

Item 3: Table of Contents

Item 1: Cover Page.....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents.....	3
Item 4: Advisory Business.....	5
A. TowerHill Wealth Management, LLC.....	5
B. Advisory Services Offered	5
C. Client-Tailored Services and Client-Imposed Restrictions.....	5
D. Wrap Fee Programs.....	5
E. Client Assets Under Management	5
Item 5: Fees and Compensation	6
A. Methods of Compensation and Fee Schedule	6
B. Client Payment of Fees.....	6
C. Additional Client Fees Charged	6
D. External Compensation for the Sale of Securities to Clients.....	6
Item 6: Performance-Based Fees and Side-by-Side Management.....	7
Item 7: Types of Clients.....	8
Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss	9
Item 9: Disciplinary Information.....	10
A. Criminal or Civil Actions.....	10
B. Administrative Enforcement Proceedings.....	10
C. Self-Regulatory Organization Enforcement Proceedings	10
Item 10: Other Financial Industry Activities and Affiliations	11
A. Broker-Dealer or Representative Registration	11
B. Futures or Commodity Registration.....	11
C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest.....	11
D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest.....	11
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	12
A. Code of Ethics Description.....	12

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest.....	12
C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest.....	12
D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest.....	13
Item 12: Brokerage Practices	14
Item 13: Review of Accounts	15
A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved.....	15
B. Review of Client Accounts on Non-Periodic Basis.....	15
C. Content of Client-Provided Reports and Frequency.....	15
Item 14: Client Referrals and Other Compensation.....	16
A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest.....	16
B. Advisory Firm Payments for Client Referrals.....	16
Item 15: Custody	17
Item 16: Investment Discretion.....	18
Item 17: Voting Client Securities.....	19
Item 18: Financial Information.....	20
A. Balance Sheet.....	20
B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients	20
C. Bankruptcy Petitions During the Past Ten Years	20
Item 19: Requirements for State-Registered Advisors.....	21
A. Principal Executive Officers and Management Persons.....	21
B. Outside Business Activities Engaged In	21
C. Performance-Based Fee Description.....	21
D. Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons	21
E. Material Relationships Maintained by this Advisory Business or Management Persons with Issuers of Securities	21

Item 4: Advisory Business

A. TowerHill Wealth Management, LLC

TowerHill Wealth Management, LLC ("TowerHill" or "the firm") is a Delaware limited liability company and an investment adviser registered with the Securities and Exchange Commission. The firm was founded in 1997 and is principally owned by Tiehack, LLC, which is controlled by Mr. Rocky Kroeger, TowerHill's President. TowerHill is also owned by New Hal, LLC, which is controlled by Mr. Hal Kroeger, TowerHill's Chairman.

B. Advisory Services Offered

TowerHill is a fee-only investment advisory firm offering solicitor services. Solicitor services involve the referral of advisory clients to certain unaffiliated investment management firms with whom the firm has a written solicitor's agreement and where the firm provides certain required disclosures. (Please refer to Item 14 of this brochure.)

The firm acts as solicitor on behalf of Morgan Stanley Smith Barney ("referral partner"), with which it has a solicitor's agreement in place. The firm is compensated with solicitor fees, which are paid as a percentage of the gross fees earned by the referral partners. The third-party adviser fees are calculated as percentages of assets under management.

All investment services are provided directly by the referral partner to the client. The firm's role is to act as a liaison between the client and referral partner. For these accounts, the firm is paid a percentage of the fees charged by the referral partner. The fee to the client is the same whether the firm is involved or not.

The firm recommends the services of a referral partner who has agreed to share a portion of its management fee with the firm for such referral. Although the firm puts its clients' interests first, there is a conflict of interest in that such referral is conditioned upon the sharing of a portion of the management fees.

C. Client-Tailored Services and Client-Imposed Restrictions

TowerHill acts as a solicitor for investment management services. Please refer to the referral partner's disclosure brochure for detailed information on client-tailored services and client-imposed restrictions.

D. Wrap Fee Programs

TowerHill does not participate in wrap fee programs. (Wrap fee programs offer services for one all-inclusive fee.)

E. Client Assets Under Management

As a solicitor for investment management services only, TowerHill does not manage any assets.

Item 5: Fees and Compensation

A. Methods of Compensation and Fee Schedule

TowerHill receives 20% of the fee that Morgan Stanley Smith Barney charges to the client. Clients will be billed in accordance with the Morgan Stanley Smith Barney fee schedule, which is disclosed in the ADV Part 2A, advisory agreement, and the solicitor's disclosure statement the client receives at or before engaging the asset management firm.

B. Client Payment of Fees

Clients will be billed in accordance with the Morgan Stanley Smith Barney fee schedule, which is disclosed in the ADV Part 2A, advisory agreement, and the solicitor's disclosure statement the client receives at or before engaging the asset management firm.

C. Additional Client Fees Charged

All fees paid by clients to TowerHill are separate and distinct from the fees and expenses charged by mutual funds, separate account managers, broker-dealers and custodians retained by clients. Such fees and expenses are described in each mutual fund's prospectus, each separate account manager's Form ADV or similar disclosure statement, and by any broker-dealer or custodian retained by a client. If a mutual fund also imposes sales charges, the client may pay an initial or deferred sales charge as further described in the mutual fund's prospectus. The management fees for investment managers are generally disclosed in each investment manager's disclosure document (brochure and brochure supplement) or, in the case of a mutual fund, the mutual fund's prospectus. Clients are advised to read these materials carefully before investing. A client using TowerHill may be precluded from using certain mutual funds or separate account managers because they may not be offered by the client's custodian.

Please refer to the Brokerage Practices section (Item 12) for additional information regarding the firm's brokerage practices.

D. External Compensation for the Sale of Securities to Clients

The firm's advisory professionals are compensated solely through a salary and bonus structure. The firm is not paid any sales, service or administrative fees for the sale of mutual funds or any other investment products with respect to managed advisory assets.

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

TowerHill acts as a solicitor for investment management services. Please refer to the third-party investment manager's disclosure brochure for detailed information on performance-based fees and side-by-side management.

Item 7: Types of Clients

TowerHill acts as a solicitor for investment management services. TowerHill has a written solicitor disclosure agreement with its referral partner whereby TowerHill will solicit clients on behalf of the referral partner and receive ongoing compensation for such referrals, provided that such referrals establish investment advisory relationships with the referral partner. The referral partner may impose restrictions or conditions for managing client assets. It is the client's responsibility to review the referral partner's Form ADV Part 2 for important information concerning any conditions imposed for managing investment assets.

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

TowerHill acts as a solicitor for investment management services. The methods of analysis and investment strategies used by an investment adviser referred by TowerHill will be disclosed in the referral partner's disclosure brochure.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There is nothing to report on this item.

B. Administrative Enforcement Proceedings

There is nothing to report on this item.

C. Self-Regulatory Organization Enforcement Proceedings

There is nothing to report on this item.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-Dealer or Representative Registration

Neither TowerHill nor its employees are registered broker-dealers and do not have an application to register pending.

B. Futures or Commodity Registration

TowerHill is not registered as a commodity firm, futures commission merchant, commodity pool operator or commodity trading advisor and do not have an application to register pending.

C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest

There is nothing to report for this item.

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

TowerHill recommends separate account managers or other investment products in which it receives compensation from the separate account manager. Please refer to Item 14 of this brochure.

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

A. Code of Ethics Description

In accordance with the Advisers Act, TowerHill has adopted policies and procedures designed to detect and prevent insider trading. In addition, TowerHill has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of TowerHill's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the chief compliance officer of TowerHill. TowerHill will send clients a copy of its Code of Ethics upon written request.

TowerHill has policies and procedures in place to ensure that the interests of its clients are given preference over those of TowerHill, its affiliates and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

TowerHill does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). In addition, TowerHill does not recommend any securities to advisory clients in which it has some proprietary or ownership interest.

C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

TowerHill, its affiliates, employees and their families, trusts, estates, charitable organizations and retirement plans established by it may purchase the same securities as are purchased for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which TowerHill specifically prohibits. TowerHill has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest
- prohibit fraudulent conduct in connection with the trading of securities in a client account

- prohibit employees from personally benefitting by causing a client to act, or fail to act in making investment decisions
- prohibit the firm or its employees from profiting or causing others to profit on knowledge of completed or contemplated client transactions
- allocate investment opportunities in a fair and equitable manner
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a client.

Advisory representatives and employees must follow TowerHill's procedures when purchasing or selling the same securities purchased or sold for the client.

D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

TowerHill, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other TowerHill clients. It is the policy of TowerHill to place the clients' interests above those of TowerHill and its employees.

Item 12: Brokerage Practices

TowerHill acts as a solicitor for investment management services. The factors used to select broker-dealers for client transactions by an investment adviser referred by TowerHill will be disclosed in such referral partner's disclosure brochure.

Item 13: Review of Accounts

A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

TowerHill acts as a solicitor for investment management services. The frequency of reviews is determined by the investment adviser managing the client's portfolio. The client should refer to such investment adviser's disclosure brochure for detailed information concerning account reviews.

B. Review of Client Accounts on Non-Periodic Basis

TowerHill acts as a solicitor for investment management services. Non-periodic reviews are determined by the investment adviser managing the client portfolio. The client should refer to such investment adviser's disclosure brochure for detailed information concerning non-periodic account reviews.

C. Content of Client-Provided Reports and Frequency

The client should refer to the investment manager's disclosure brochure for detailed information concerning the content and frequency of reports.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

TowerHill will enter into contractual agreements to act as a solicitor permitted by Rule 206(4)-3 of the Investment Advisers Act of 1940 ("Act"). Pursuant to these agreements, TowerHill receives compensation for referring prospective clients to third-party investment managers. Such arrangements will comply with the cash solicitation requirements under the Investment Advisers Act of 1940. Generally, these requirements require the solicitor to have a written agreement with the referral partner. The solicitor must provide the client with a disclosure document describing the fees it receives from the referral partner, whether those fees represent an increase in fees that the referral partner would otherwise charge the client, and whether an affiliation exists between TowerHill and the referral partner. TowerHill will provide prospective clients with all applicable written disclosures required by the Act or as otherwise required by state or federal securities regulatory authorities.

TowerHill has a written solicitor disclosure agreement with Morgan Stanley Smith Barney, whereby TowerHill will solicit clients on behalf of Morgan Stanley Smith Barney and receive ongoing compensation for such referrals, provided such referrals establish investment advisory relationships with Morgan Stanley Smith Barney.

Morgan Stanley Smith Barney may impose restrictions or conditions for managing client assets. It is the client's responsibility to review Morgan Stanley Smith Barney's ADV Part 2A & 2B for important information concerning any conditions imposed for managing investment assets.

B. Advisory Firm Payments for Client Referrals

TowerHill does not pay for client referrals.

Item 15: Custody

Please refer to the referral partner's disclosure brochure for detailed information on custody.

Item 16: Investment Discretion

Please refer to the referral partner's disclosure brochure for detailed information on investment discretion.

Item 17: Voting Client Securities

The firm does not vote proxies on behalf of its clients. All proxy material will be forwarded to the client for the client's review and action.

Item 18: Financial Information

A. Balance Sheet

TowerHill does not require the prepayment of fees of \$500 or more, six months or more in advance, and as such is not required to file a balance sheet.

B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

TowerHill does not have any financial issues that would impair its ability to provide services to clients.

C. Bankruptcy Petitions During the Past Ten Years

There is nothing to report on this item.

Item 19: Requirements for State-Registered Advisors

A. Principal Executive Officers and Management Persons

Rocky Kroeger is the president of TowerHill. Education and business background information are included in the Brochure Supplement provided with this Brochure.

B. Outside Business Activities Engaged In

Any outside business activities are disclosed in Rocky Kroeger's Brochure Supplement.

C. Performance-Based Fee Description

TowerHill does not charge performance-based fees. See Item 6 of this Brochure.

D. Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons

Other than what has been supplied in response to Item 9, there is no additional information to disclose.

E. Material Relationships Maintained by this Advisory Business or Management Persons with Issuers of Securities

Other than what has been supplied in response to Item 10.C. of this Brochure, there is no additional information to disclose.