

Item 1 – Cover Page



Lyon Capital Management, LLC

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March 20, 2017

This Brochure provides information about the qualifications and business practices of Lyon Capital Management, LLC (“the Firm”). If you have any questions about the contents of this Brochure, please contact us at tel: 585-248-9821 or via email at kate@lyoncapital.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.

Lyon Capital Management, LLC is registered as an investment adviser with the United States Securities and Exchange Commission (“the Commission”) under the Investment Advisers Act of 1940, as amended (“the Advisers Act”). Registration does not imply a certain level of skill or training.

Additional information about Lyon Capital Management, LLC also is available on the Commission’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This version of our Firm Brochure (Form ADV Part 2A) dated March, 2017 is an annual update of material changes to our operations and business practices. The following are the material changes since our last filing:

Item 5

Fees and Compensation

Effective immediately, the Firm's provisions for amendments to its advisory contract have been amended to reflect the Firm's requirement to provide 30 days advance notice to clients in the event of fee schedule changes (or other contract amendments). The Firm's prior contract provided for 60-days advanced notice. This change is applicable to advisory engagements entered into on or after March 15, 2017.

You may request this Brochure by contacting Kate M. Lyon, CFP®, Chief Compliance Officer via telephone at 585-248-9821 or via e-mail at kate@lyoncapital.com.

Additional information about the Firm is also available via the Commission's web site www.adviserinfo.sec.gov. The Commission's web site also provides information about any persons affiliated with the Firm who are registered, or are required to be registered, as investment adviser representatives of Lyon Capital Management, LLC.

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Item 4 – Advisory Business

About Our Business

Lyon Capital Management, LLC (hereafter also known as “the Firm”) was established in 1994 by its principal owner, Douglass C. Lyon, CFA.

Investment Management Services

The Firm provides portfolio management services to individuals, trusts, retirement plans and small businesses.

Our services are tailored to each client’s needs. Each client engagement involves the execution of an Investment Advisory Contract. The portfolio management process begins with an evaluation of the specific investment needs of the client based on, but not limited to, these factors: the client’s tolerance for risk, investment time horizon, cash flow needs, tax considerations, and such reasonable restrictions as a client may wish to impose on the management of the account. Following an evaluation of each client’s specific needs, an investment plan is formulated, an asset allocation strategy is developed, and the investment portfolio is structured.

Most of the Firm’s clients engage the Firm to manage their investment portfolios on a discretionary basis, which involves the execution of a contract with the Firm and the execution of an account application and/or a limited power of attorney with the client’s custodian, pursuant to which the Firm will select investments it deems most appropriate for a client’s situation. Client portfolios may include the following types of investments: stocks, municipal bonds, corporate bonds, real estate investment trusts, preferred stocks, U.S. Treasury securities, U.S. Agency securities, mutual funds, exchange-traded-funds, CDs and cash equivalents. The securities purchased are generally traded on major U.S. exchanges.

The Firm monitors securities portfolios on a continuous basis and rebalances portfolios when, in the opinion of the portfolio manager, adjustments are warranted as a result of changing economic or market conditions or other relevant factors, including a change in the client’s circumstances.

Client assets are held by qualified custodians who are registered broker-dealers. The Firm places account trades through these brokerage firms and, from time to time, with other brokers. Clients have full access to and control over their accounts at all times.

Wrap Fee Programs

The Firm does not participate in wrap-fee programs.

Assets Under Management

As of January 1, 2017, the Firm had \$59,783,306 in assets under management. \$57,804,160 were managed on a discretionary basis and considered regulatory assets. \$1,979,146 were considered non-discretionary assets.

Item 5 – Fees and Compensation

Fees for Investment Management Services

The annual investment advisory fee is calculated as a percent of assets in accordance with the fee schedule set forth below.

1.00% on the first \$1,000,000 under management

0.75% on the next \$4,000,000 under management

0.50 of 1% on any amount over \$5,000,000

This fee is paid quarterly, in advance, based on the value of the assets, including accrued interest, on the last business day of the previous quarter. The Firm groups accounts held by members of the same household together for fee calculation purposes. The Firm may amend the fee schedule with 30-days notice to the client.

Investment management fees are negotiable.

Although the Firm has contracts with clients, as of August 3, 2015, that do not include a provision for a refund of fees under circumstances where an advisory relationship is terminated prior to the end of a particular quarter, the Firm will, in fact, provide a prorated refund of fees under such circumstances based upon the number of days remaining in the quarter following the termination of the contract.

Billing Procedures

The Firm uses a portfolio valuation method that is applied to all accounts for fee calculation purposes. We use a single pricing service (Charles Schwab & Company) to value portfolios. We use the trade date (as opposed to the settlement date) to value portfolio assets. We include accrued interest in the value of fixed income securities. We maintain a Fair Valuation Policy for securities we cannot value using the methods described above.

The client provides written authorization for the Firm to deduct investment management fees directly from their account. The client has the option to remit payment to the Firm directly rather than have fees deducted from their account. The Firm groups accounts held by members of the same household together for fee calculation purposes.

Other Fees and Expenses

The Firm's investment management fees are exclusive of brokerage commissions, transaction fees and mutual-fund fees. Clients will incur certain additional charges imposed by their custodian, brokers and other third parties. These charges may include but are not limited to: trade-away fees (see Item 12 – Brokerage Practices), custodial fees, wire transfer and electronic fund fees, mailing fees, insufficient funds fees and other fees and taxes on brokerage accounts and securities transactions that may be levied by the Securities and Exchange Commission or other regulatory or government entities. Clients who own mutual funds and exchange-traded funds are assessed fund management fees by the fund company. These fees are disclosed in each fund's prospectus. Clients are urged to review the fund's prospectus.

The Firm assesses a reduced fee (.5% of assets) for portfolio supervisory services that do not include active management of a portfolio's assets.

Other Compensation

The Firm does not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds. The investment advisor representatives of the Firm are not registered in any investment sales capacity

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

The Firm does not charge performance-based fees (fees based on a share of capital gains). The Firm does not manage accounts that are charged a performance based fee side-by-side with accounts managed and charged a fee under the fee schedule detailed in Item 5.

Item 7 – Types of Clients

The Firm provides investment management services to individuals, high-net-worth individuals, corporate retirement savings plans, corporate accounts, trusts and estates.

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

This section of the Brochure describes the methods of analysis and investment strategies utilized in formulating investment advice and managing client portfolios, and the material risks involved.

Methods of Analysis

The Firm uses both fundamental analysis and technical analysis in connection with its selection of portfolio securities. The Firm makes long-term purchases (securities held at least a year) and short-term purchase (securities held less than a year). The Firm does not engage in day-trading (a practice where securities are bought and sold quickly, sometimes on the same day). The Firm does not execute short sales. Transactions on margin are only executed when specifically directed by the client. The Firm does not participate in options writing (either covered or uncovered), nor does it use spreading strategies or derivatives.

The investment strategy can be described as “value-contrarian.” The Firm strives to invest in a diverse group of companies and securities it believes are out-of-favor and undervalued. The Firm invests in U.S. exchange-listed securities and securities traded over the counter. These include: equity securities, United States government securities, corporate debt securities, certificates of deposit, municipal bond securities, mutual-fund shares, shares of exchange-traded-funds, preferred securities and securities of foreign issuers that are traded on major U.S. exchanges.

Investment Strategy

The investment process generally begins with the development of broad goals for each client. This process involves an evaluation of the specific financial and investment needs of the client, based on but not limited to the following factors: the client's tolerance for risk, their investment time horizon, cash flow needs, and tax considerations. Once a client's needs are evaluated, the investment objectives and structure of the investment portfolio are formulated.

The goal in structuring each investment portfolio is to utilize an investment strategy that seeks to achieve the client's goals at an acceptable level of risk. The Firm attempts to construct investment portfolios that provide favorable risk/reward characteristics based on each client's financial objectives, investment time horizon, risk tolerance and other relevant criteria. Asset allocation is a

primary factor that can determine the risk/reward profile and the overall portfolio performance. The investment strategy generally features reducing downside risk. The emphasis on reducing downside risk, however, may have the effect of limiting upside potential in strong markets. The investment process also takes into account such reasonable restrictions as a client may wish to impose on the management of their portfolio.

Risk of Loss.

There is a risk to investing. These risks include, but are not limited to:

Market Risk. Markets fluctuate. The value of investments may fluctuate as the markets fluctuate and can decline over short- or long-term periods. To help mitigate this risk the Firm develops diversified portfolios of securities.

Asset Allocation Risk. Investments are subject to asset allocation risk. Investments that are allocated between cash, fixed-income and equity securities may have a significant effect on returns when one of these asset classes is performing poorly relative to the others. To help mitigate this risk we assess a client's risk tolerance, evaluate the past performance of asset classes, determine the client's investment time horizon and agree upon an asset allocation with and for the client.

Interest Rate Risk. Fixed Income investments are subject to interest rate risk, which is the risk that the value of a security will decline because of a change in interest rates. To help mitigate this risk the Firm develops a portfolio of fixed-income securities with varying maturities.

Credit Risk. Fixed Income investments are subject to credit risk. An issuer's credit quality depends on its ability to pay interest on and repay its debt and other obligations. There is also the risk that credit agencies who assign ratings to certain securities may incorrectly evaluate the risk of default. To help mitigate these risks the firm develops a diversified portfolio of securities that includes the securities of multiple issuers.

Inflation Risk. This is the risk that the value of assets or income from investments will be worth less in the future. To minimize this risk, the Firm often adds U.S. Treasury Inflation Protected Securities (T.I.P.S.) to a tax-exempt portfolio. We add other securities that are considered inflation hedges in taxable portfolios.

Investment Adviser Risk. There is a material risk involved in our investment strategy. This is the risk of loss or the risk that the Firm's management approach may be unsuccessful. To minimize this risk, we build balanced and diversified portfolios. Unless directed specifically by a client, we invest in multiple asset classes and in multiple securities within those asset classes. We evaluate the companies and entities that issue the securities by analyzing their public disclosures, their financial statements, their projections for future growth, their management teams, their business characteristics, their industry characteristics and the economic environment in which they operate.

Investing in securities involves a risk of loss that clients should be prepared to bear.

Item 9 – Disciplinary Information

Neither the Firm nor its management has been involved in legal or disciplinary events related to the advisory business.

Item 10 – Other Financial Industry Activities and Affiliations

Financial Industry Activities

The Firm is not a registered broker-dealer and we do not have an application pending for registration as a broker-dealer. Additionally, neither a member of the Firm's management nor its investment advisor representatives are registered as or have applications pending to register as registered representatives (i.e., securities salesperson).

Financial Industry Affiliations

Neither the Firm's management nor investment advisor representative are registered as a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor nor has an application pending to register as the foregoing or an associated person thereof.

Other Affiliations

Lyon Capital Management, LLC does not have arrangements with a related person that is a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company or other pooled investment vehicle (including mutual fund, closed-end investment company, unit investment trust, private investment company, or "hedge fund," and offshore fund), other investment advisor or financial planner, futures commission merchant, commodity pool operator, or commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, pension consultant, real estate broker or dealer, sponsor or syndicator of limited partnerships not already disclosed herein.

Item 11 – Code of Ethics

The Firm has adopted a Code of Ethics for all supervised persons of the Firm. It describes the high standard of business conduct and fiduciary duty to clients. It includes provisions related to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

A copy of the Firm's Code of Ethics is available, upon request, to any client or prospective client by contacting the Chief Compliance officer, Kate M. Lyon CFP® at tel: 585-248-9821 or by sending an email to: kate@lyoncapital.com.

The Firm believes that by personally owning the same securities clients own, we demonstrate faith in our investment style and abilities. Often the same securities owned by clients are owned by the employees of the Firm. Trades made by employees in securities also held by clients are completed after trading for client accounts. Not all securities owned by clients are owned by firm employees. Not all securities owned by firm employees are owned by clients. This is because securities owned in client accounts are part of an individualized portfolio management plan. The firm maintains a personal trading policy that requires employees of the Firm to keep on file with the Firm a record of all securities transactions made in personal accounts.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of the Firm do not interfere with (i) making decisions in the best interest of clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Employee trading is monitored under the Code of Ethics to reasonably prevent conflicts of interest between Lyon Capital Management, LLC and its clients.

Item 12 – Brokerage Practices

The Firm maintains a custodial services agreement with Charles Schwab & Co., Inc., (hereinafter, “Schwab”). Schwab is a registered broker-dealer and a member of FINRA and SIPC. We are participants of Schwab’s institutional services platform for independent investment advisors (known as Schwab Advisor Services or Schwab Institutional). Schwab provides brokerage, operational support and other custodial services to the Firm.

As a result of the established service agreement, operational support, and custodial services provided, Schwab receives preferential status in the recommendation of custodians to our clients for our advisory transactions. Schwab maintains custody of a majority of the Firm’s client assets.

The Firm also uses alternative brokers to place trades. Alternative brokers are used when a security the Firm wishes to buy or sell is not available from Schwab or is not available at a competitive price.

Charles Schwab and Company is not affiliated with Lyon Capital Management, LLC. Lyon Capital Management, LLC is independently owned and operated. Schwab provides the Firm with access to institutional trading and custody services, which are typically not available to their retail clients. These services are available to independent investment advisors like the Firm on an unsolicited basis and at no charge as long as total client assets held with Schwab are over \$10 million. Schwab services are not otherwise contingent upon the Firm committing any specific amount of business to Schwab. Schwab’s services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional clients or that would require a significantly higher minimum initial investment or fee for clients.

Schwab does not charge the Firm for custody but is compensated by clients of the Firm through commissions on trades or other transaction-related fees executed through Schwab or that settle into client accounts.

Schwab makes available to the Firm products and services that benefit clients but may not be of benefit to all clients. These products and services assist in management and administration of client accounts and include software and technology that provide access to client account data, facilitate trade execution, provide research, pricing information, market data, facilitate payment of management fees and assist with back-office functions such as record keeping and reporting.

While the Firm endeavors to act in clients' best interests, the Firm’s recommendation that clients maintain their assets in accounts with Schwab is based in part on the benefit of the availability of the products and services mentioned here and not solely on the nature or cost of brokerage services provided by Schwab. Some of these products and services benefit all clients. For example, research obtained from Schwab or any other broker is used for all client accounts.

To manage any conflict of interest presented by recommending Schwab as a custodian in exchange for the beneficial business services provided and described here, the Firm discloses its relationship with Schwab verbally with clients and in this brochure. This brochure is provided to all new clients and offered to existing clients annually. Clients have the option to use an alternative custodian and/or broker and some clients take advantage of this option.

The Firm does not receive any other compensation directly or indirectly from any other investment advisors or broker/dealers for services provided to clients.

Factors we consider when we select or recommend a broker:

Clients are encouraged to utilize the services of a custodian and broker who will hold assets and execute transactions on terms that are most advantageous when compared to other available providers and their services. The Firm considers a wide range of factors, including but not limited to the following:

- Efficient execution of transactions
- Accurate record keeping
- Attention to a client's needs
- Size and reputation
- Asset custody services
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth and scope of available investment products (stocks, bonds, mutual funds, exchange-traded funds etc.)
- Availability of investment research and related tools that may assist in making investment decisions such as independent research reports or webinars.
- Quality of services
- Competitiveness of the price of services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate prices
- Availability of other products and services that benefit the Firm or its clients, as discussed below

Research and Other Soft Dollar Benefits

A soft dollar transaction is one in which an investment advisor receives research or other products or services, other than trade execution, from a broker-dealer or a third party in connection with client securities transactions.

The Firm has an incentive to select or recommend Charles Schwab & Company (Schwab) as a custodian and broker for most clients' assets. This is based in part on an interest in receiving the research, products and services that Schwab offers and not solely on the client's interest in receiving the most favorable trade execution.

The Firm has however, determined that having Schwab execute most client trades is consistent with the duty to seek "best execution" of trades. Best execution means the most favorable terms for a transaction based on *all* relevant factors, including those listed above.

Services That Benefit Clients

Schwab's institutional brokerage services include custody of client assets, access to a broad range of investment products, the ability to execute securities transactions, and record keeping and tax reporting services. The investment products available through Schwab include some the Firm might not otherwise have access to or that would require a significantly higher minimum initial investment by our clients if purchased outside of Schwab. The Firm believes the services provided by Schwab benefit clients and client accounts.

Services That May Not Directly Benefit You

Schwab also makes available to the Firm other products and services that benefit the Firm and only indirectly benefit clients. These products and services assist the Firm in the management and administration of client accounts. The products include both proprietary and third-party investment research. The Firm uses this research to service all or a substantial number of client accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provides access to client account information
- Facilitates trade execution and allocates aggregated trade orders for multiple client accounts
- Provides pricing and other market data
- Facilitates payment of management fees
- Assists with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only the Firm

Schwab also offers services intended to help the Firm manage and develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

The Firm's Interest in Schwab's Services

The availability of these services from Schwab benefits the Firm because the Firm does not have to provide or purchase them. The Firm does not have to compensate Schwab for the various products and services Schwab makes available to the Firm as long as the Firm's clients collectively keep a total of at least \$10 million of assets in accounts at Schwab.

There is a potential conflict of interest between the Firm's interest in receiving these products and services and a client's interest in receiving the best value in custody. The Firm's practice of recommending Schwab for clients may, in some rare instances, cause clients to pay commissions higher than those charged by other broker-dealers in return for the various benefits described in this section.

Brokerage for Client Referrals

The Firm does not recommend any broker-dealer to clients based on an interest in receiving client referrals, nor does the firm participate in any referral program with any brokerage firm.

Directed Brokerage

The Firm recommends clients utilize Charles Schwab & Company for custody of assets and execution of portfolio transactions. The Firm's financial incentive to recommend Schwab for these purposes is

described in Item 10 and elsewhere in this section. Not all advisers require or ask their clients to direct their brokerage.

Clients have the ability to require the Firm direct their brokerage to a firm other than Schwab. Clients and prospective clients should be aware that clients who direct their brokerage to a firm other than Schwab are completed after transactions placed in accounts held with Schwab. Sometimes this may result in clients paying or receiving different prices for the same security. Clients that direct their brokerage do not receive the benefits of aggregate or block trading.

We notify clients who elect “directed brokerage” at the inception of the client relationship and periodically thereafter that “directed brokerage” arrangements generally limit the Firm’s ability to achieve best execution, to negotiate commissions, to participate in block trades and to take advantage of the benefits provided by Schwab.

From time to time the Firm may utilize the services of other brokers for trade execution. This is called a “trade-away”. The Firm will do so to buy or sell a security that is not available through Schwab or is not available at a competitive price. A trade-away fee is assessed to the client for each trade-away transaction.

Commission Rates

The Firm has a limited ability to negotiate the commission rates paid by clients because Schwab has a standard commission schedule. The Firm is further limited in its ability to negotiate a commission rate if the client directs the Firm to use an alternative broker because the Firm does not do a majority of trading with that broker.

Trade Aggregation

Whenever practical the Firm will aggregate the purchase or sale of securities for client accounts. This is called “block trading”. Block trading (placing multiple trades for multiple clients as a group at the same time) occurs when the Firm has made a decision to buy or sell a security for multiple client accounts. Aggregation often allows the broker to complete trades at a more advantageous market price for the client.

Item 13 – Review of Accounts

The Firm has two account reviewers. The primary reviewer is Douglass C. Lyon, CFA®, President and the secondary reviewer is Kathleen M. Lyon, CFP®, Chief Compliance Officer.

Client accounts are monitored on a continual basis by the President as part of his day-to-day activities. Clients receive quarterly statements and semi-annual performance statements, all of which are verified for accuracy by the President and Chief Compliance officer before delivery.

The Firm receives daily downloads of client transactions from its primary custodian, Charles Schwab & Company. The President monitors and reconciles all downloaded transactions.

A semi-annual review of account asset allocation percentages is conducted by the Chief Compliance Officer. Any allocations outside of a tolerance range are researched and adjusted if necessary.

The Firm attempts to meet with individual clients on approximately an annual basis. These meetings occur more or less frequently depend on the client’s preference. These reviews are optional.

Account reviews are also triggered by news that significantly affects the value of a holding, the call or redemption of a holding, or notification by a client of changed circumstances.

Any material changes to portfolios are acted upon as they are identified.

All clients receive delivery of, or have electronic access to, monthly statements of their account assets and activities from their custodian. The Firm also provides twice-yearly reports that include a statement of account assets and a statement of performance. On a yearly basis the Firm provides clients with a statement of account assets, performance, fees and expenses. The Firm provides clients with any other reports as needed or requested.

Item 14 – Client Referrals and Other Compensation

Lyon Capital Management, LLC does not receive any economic benefit from referrals from any person or group for providing advisory services to clients. Lyon Capital Management, LLC does not directly or indirectly compensate any person or group for client referrals.

Item 15 – Custody

Lyon Capital Management, LLC does not hold physical custody of client funds or securities. We require that a qualified custodian hold client assets. For more information regarding the broker-dealer custodian that services our accounts, please review the Brokerage Practices section (Item 12). The Firm has indirect custody of client funds and securities because of our authorization and ability to deduct advisory fees directly from clients' accounts; nonetheless, we have implemented the regulatory safeguard requirements of SEC Rule 206(4)-2 by requiring safekeeping of clients' funds and securities by a qualified custodian.

Clients receive, at least quarterly and in most cases monthly, statements from the broker-dealer, bank or other qualified custodian that holds and maintains the client's investment assets. Clients are urged to carefully review and compare statements from their custodian and the Firm.

The current value of an account shown on the Firm's statement to a client may be higher than the current account value shown on the custodian's statement. This is because the Firm reports accrued income for certain fixed income securities. Accrued income is income a client has earned but not yet received. The Firm's statements may also vary from custodian statements because of a difference in accounting procedures, reporting dates, or valuation and pricing methodologies for certain securities.

Item 16 – Investment Discretion

Lyon Capital Management, LLC receives discretionary authority from clients at the beginning of an advisory relationship to select the identity and amount of securities to be bought or sold. This authority is granted upon execution of our investment management contract. In all cases such discretion is exercised in a manner consistent with agreed-upon investment objectives for the account. When selecting securities and determining the amounts of securities to be bought or sold, Lyon Capital Management, LLC adheres to the investment goals, limitations and restrictions of the client.

Discretionary authority to execute transactions in client accounts is assigned when a client opens an account with the custodian. In order to execute transactions in a client account the custodian requires the client give Lyon Capital Management, LLC a limited power of attorney to act on the client's behalf. This limited power of attorney is executed with the custodian so that Lyon Capital Management, LLC may buy and sell securities in the account, deduct investment management fees from the account and request the distribution of client assets directly to the client. A client may elect

not to have fees directly deducted from their account and may remit payment to the Firm directly. The client also has the option not to give Lyon Capital Management, LLC the ability to request distributions on their behalf.

In some limited cases, where a client has a retirement account, through their employer that is held with a custodian of the employer's choice, the client will grant Lyon Capital Management, LLC access to their account to make transactions. This authority is granted in the contract signed by the client and Lyon Capital Management, LLC at the beginning of the advisory relationship. Lyon Capital Management, LLC is limited to buying and selling securities in these accounts. The Firm cannot directly deduct management fees from such accounts and the Firm cannot request a distribution of client assets to a third party from such accounts.

Item 17 – Voting Client Securities

Clients have the option to delegate proxy voting authority to Lyon Capital Management, LLC. The Firm maintains a proxy voting policy and gives a copy of the policy to every new client. A copy of the proxy voting policy is offered to all clients on an annual basis. Clients may obtain information about any proxy voted on their behalf at any time by contacting the Chief Compliance Officer, Kate M. Lyon CFP®, at tel: 585-248-9821 or via email at kate@lyoncapital.com. A client can also direct the Firm how to vote a proxy.

Clients may choose to vote their own proxies. If they choose to do this, they will receive proxy materials and ballots directly from their custodian. Clients may contact Lyon Capital Management, LLC with questions about any proxy solicitation.

It is possible that Lyon Capital Management, LLC may encounter a material conflict in voting client proxies. Lyon Capital Management, LLC has a duty to recognize any material conflict and to resolve the conflict before voting the proxy. Material conflicts are defined as those conflicts that a reasonable person would view as important in making a decision regarding how to vote a proxy.

The Firm will, if necessary, maintain a list of all material business conflicts of interests: those business relationships between the Firm and other parties that are deemed to be material and that may result in a conflict with respect to a future proxy contest. As of the date of this filing, such a list has not been needed since no member of the Firm transacts significant business with or sits on the board of directors of any company in which the Firm invests for clients.

Firm employees are required to disclose all personal and familial relationships that may present a material conflict of interest with respect to a proxy contest. No employee currently owns a significant enough number of shares in any publicly traded company to place them in a position of a conflict of interest.

In the event of a material conflict, unless a client requests otherwise, the Firm will take one of the following actions to ensure a proxy voting decision is based on the client's best interests and is not a result of a conflict: i) the Firm will refer the proxy to the client or to a representative of the client for voting purposes; or ii) disclose the conflict to the affected clients and seek their consent to vote the proxy prior to casting the vote. Lyon Capital Management, LLC's policy is to disclose any proxy voting conflict of interest to a client via a written or electronic mailing prior to voting the proxy.

Item 18 – Financial Information

Balance Sheet Requirement

Lyon Capital Management, LLC does not require or solicit prepayment of more than \$1,200 in advisory fees per client, six (6) months or more in advance. Moreover, the Firm does not meet any custody requirement that would require submitting its balance sheet.

Discretionary Authority, Custody of Client Funds or Securities and Financial Condition

We exercise discretionary authority with respect to supervising and directing the investments in clients' accounts. Additionally, we have indirect custody of client funds and securities because of our authorization and ability to deduct advisory fees directly from clients' accounts. The Firm does not have any financial condition that will impair our ability to meet contractual commitments to clients.

Bankruptcy Petition Filings

Lyon Capital Management, LLC has not been the subject of a bankruptcy petition at any time during the past ten (10) years.

Item 1 – Cover Page

ADV Part 2B Brochure Supplement

Douglass C. Lyon, CFA

Lyon Capital Management, LLC

24B Grove Street, Pittsford, NY 14534

585-248-9821

March 20, 2017

This Brochure Supplement provides information about Douglass C. Lyon that supplements the Lyon Capital Management, LLC Brochure. You should have received a copy of that Brochure. Please contact Kate M. Lyon, CFP® if you did not receive Lyon Capital Management, LLC's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Douglass C. Lyon, CFA

Date of Birth: 1954

Education:

High School Pittsford High School – Pittsford, NY

College: B.A. – History, Wake Forest University, 1978

 M.B.A. – Babcock Graduate School of Management, Wake Forest University,
 1982

Work History: President and Chief Investment Officer for Lyon Capital Management, LLC since 1994

Professional: Earned the Chartered Financial Analysts (CFA) designation, 1997

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by the CFA Institute — the largest global association of investment professionals. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join the CFA Institute as a member; and 4) commit to abide by, and annually reaffirm, adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charter holders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, asset allocation, and wealth planning. Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Item 3- Disciplinary Information

Douglass C. Lyon, CFA has not been involved in any disciplinary matters related to criminal or civil actions, administrative actions or proceedings, self-regulatory organization (SRO) proceedings or professional standards violations.

Item 4- Other Business Activities

Douglass C. Lyon is not engaged in any other business activities outside of his work for Lyon Capital Management, LLC.

Item 5- Additional Compensation

Douglass C. Lyon does not receive any additional compensation for work outside of Lyon Capital Management, LLC.

Item 6 - Supervision

Douglass C. Lyon, CFA, President and Chief Investment Officer, and Kate M. Lyon, CFP®, the Chief Compliance Officer, are responsible for the supervision of all employees at Lyon Capital Management, LLC.

Item 1- Cover Page

ADV Part 2B Brochure Supplement

Kate M. Lyon, CFP®

Lyon Capital Management, LLC

24B Grove Street, Pittsford, NY 14534

585-248-9821

March 20, 2017

This Brochure Supplement provides information about Kate M. Lyon, CFP® that supplements the Lyon Capital Management, LLC Brochure. You should have received a copy of that Brochure. Please contact Kate M. Lyon, CFP® if you did not receive Lyon Capital Management, LLC's Brochure or if you have any questions about the contents of this supplement.

Item 2- Educational Background and Business Experience

Kate M. Lyon, CFP®

Date of Birth: 1959

Education:

High School: Naples High School – Naples, FL

College: B.A. Biology, Wake Forest University, 1981

Work History:

Operations Manager, Lyon Capital Management, LLC, 1994-2005

Chief Compliance Officer, Lyon Capital Management, LLC 2006 – Present

Professional: Completed the Certified Financial Planner™ (or CFP®) certification process in 2006

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas of insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning
- Examination – Pass the comprehensive CFP® Certification Examination. The examination was administered in 10 hours over a two-day period
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year)
- Ethics – Agree to be bound by the CFP Board's Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals

Individuals who are certified must complete 30 hours of continuing education every two years including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct. They must also renew an agreement to be bound by the Standards of Professional Conduct which require that CFP® professionals provide financial planning services in the best interests of their clients. CFP® professionals who fail to comply with the above standards and requirements may be subject to the CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3- Disciplinary Information

Kate M. Lyon, CFP has not been involved in any disciplinary matters related to criminal or civil actions, administrative actions or proceedings, self-regulatory organization (SRO) proceedings or professional standards violations.

Item 4- Other Business Activities

Kate M. Lyon is not engaged in any other business activities outside of her work for Lyon Capital Management, LLC.

Item 5- Additional Compensation

Kate M. Lyon does not receive any additional compensation for work outside of Lyon Capital Management, LLC.

Item 6 - Supervision

Douglass C. Lyon, CFA, the President and Chief Investment Officer, and Kate M. Lyon, CFP®, the Chief Compliance Officer, are responsible for the supervision of all employees at Lyon Capital Management, LLC.