

Item 1. Cover Sheet

Wrap Fee Program Brochure

LWS WEALTH ADVISORS, INC.

D/B/A



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June 2018

This brochure provides information about the qualifications and business practices of LWS Wealth Advisors, Inc. (“LWS” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at (908) 630-9237. 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. LWS is a registered investment adviser. Registration does not imply any certain level of skill or training.

Additional information about LWS is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2. Material Changes

In this Item, LWS is required to discuss any material changes which have been made to the brochure since the Firm's last filing. We have amended our fee schedule and eliminated the formal billing tiers.

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Item 4. Services, Fees and Compensation

The LWS Wealth Advisors Program (the “Program”) is an investment advisory program sponsored by LWS, which is principally owned by Lance A. Lipset.

While this brochure generally describes the business of LWS as it relates to clients receiving services through the Program, certain sections also describe the activities of the Firm’s *Supervised Persons*, which refer to any officers, partners, directors (or other person occupying a similar status or performing similar functions), employees, or other persons who provide investment advice on LWS’ behalf and are subject to the Firm’s supervision or control.

In addition to the Program, the Firm also provides financial planning and consulting services under different arrangements than those described herein. Information about these services is contained in LWS’ Disclosure Brochure, which appears as Part 2A of the Firm’s Form ADV.

As of December 31, 2017, the Firm had approximately \$232,891,482 in assets under management, roughly \$225,370,207 of which was managed on a discretionary basis and \$7,521,275 on a non-discretionary basis.

Description of the Program

The Program is offered as a wrap fee program, which provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts.

Prior to receiving services through the Program, clients are required to enter into a written agreement with LWS setting forth the relevant terms and conditions of the advisory relationship (the “*Agreement*”). Clients must also open a new securities brokerage account and complete a new account agreement with Fidelity Institutional Wealth Services (“*Fidelity*”) or another broker-dealer LWS approves under the Program (collectively “*Financial Institutions*”).

At the onset of the Program, clients complete an investor profile describing their individual investment objectives, liquidity and cash flow needs, time horizon and risk tolerance, as well as any other factors pertinent to their specific financial situations. After an analysis of the relevant information, LWS assists its clients in developing an appropriate strategy for managing their assets.

Clients’ investment portfolios are generally managed on a discretionary or non-discretionary basis by either LWS’ investment adviser representatives or an independent investment manager (collectively “*Independent Managers*”), as recommended or selected by LWS. LWS and/or the *Independent Managers* primarily allocate clients’ assets among the various investment products available under the Program, as described further in Item 6 (below).

As a supplement to this service, we may recommend the use of certain Fee-based Variable Annuities. For these services, the clients will enter into a separate agreement provided by the product sponsor outlining all applicable terms and conditions.

Fees for Participation in the Program

Investment management services are offered through the Program on a fee basis, meaning that clients pay a single annualized fee based upon assets under management. The Firm also offers other advisory services outside of the Program under different fee arrangements than those discussed below.

LWS' asset-based fee for blended account management will not exceed 1.50%. Unless otherwise agreed with the client, LWS will include any allocations to cash in the account size for the purpose of calculating breakpoints and fees due.

This fee is prorated and billed quarterly in advance, as derived from the average daily balance of the assets being managed by LWS under the Program during the previous quarter. Since the fee is determined by average daily account balance, if assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted accordingly. The Firm may employ a discounted fee schedule for certain types of accounts (e.g., legacy, fixed income only, etc.). The specific billing practices and fee amounts are individually negotiated and memorialized in the Agreement with LWS.

For the initial term of the Program, the fee is calculated on a pro rata basis. In the event the Agreement is terminated, the fee for the final quarter is prorated through the effective date of the termination and the unearned portion of the fee is to be refunded to the client, as appropriate. LWS will cease to perform services, including processing trades and distributions, upon termination. Assets not transferred from terminated accounts within 30 (thirty) days of termination may be "de-linked", meaning they will no longer be visible to LWS and will become a retail account with the custodian.

Clients whose asset levels increase or decrease during a billing period causing their asset levels to move up or down in tiers in the fee schedule will have fees calculated on the existing tier until the next quarter's billing cycle. This applies to clients whose fee percentage would increase or decrease.

Fee Comparison

A portion of the fees paid to LWS are used to cover the securities brokerage commissions and transactional costs attributed to the management of its clients' portfolios.

Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, as well as the commissions charged for each transaction, determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

Fee Discretion

LWS, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and *pro bono* activities.

Fee Debit

The Firm's *Agreement* and the separate agreement with any *Financial Institutions* generally authorize LWS and/or the *Independent Managers* to debit its clients' accounts for the amount of the Program fee and to directly remit that fee to LWS or the *Independent Managers*. Any *Financial Institutions* recommended by LWS have agreed to send statements to clients not less than quarterly indicating all amounts disbursed from the account, including the amount of Program fees paid directly to LWS.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to LWS' right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to LWS, subject to the usual and customary securities settlement procedures. However, LWS designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. LWS may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Other Charges

Clients may incur certain charges imposed by third parties in addition to the Program fee. These additional charges may include fees charged by *Independent Manager(s)*, charges imposed directly by a mutual fund or exchange-traded fund ("ETF") in the account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

Compensation for Recommending the Program

LWS has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients' participation.

Item 5. Account Requirements and Types of Clients

Minimum Account Requirements

As a condition for participation in the Program, LWS generally imposes a stated minimum portfolio size of \$750,000.

The Firm, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationships, account retention, and *pro bono* activities. For these clients, LWS may impose a minimum annual fee, resulting in an effective fee rate that exceeds its stated fee schedule.

LWS only accepts clients with less than the minimum portfolio size if, in the sole opinion of the firm, the smaller portfolio size will not result in a substantial increase of investment risk beyond the client's identified risk tolerance. LWS may aggregate the portfolios of family members to meet the minimum portfolio size.

Additionally, certain *Independent Managers* may impose more restrictive account requirements and varying billing practices than LWS. In such instances, LWS may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

Types of Clients

Services through the Program are offered to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Item 6. Portfolio Manager Selection and Evaluation

Clients' investment portfolios are managed either directly by LWS or through the use of certain *Independent Managers*, as referenced above.

Portfolio Management

LWS manages client investment portfolios on a discretionary or non-discretionary basis by primarily allocating assets among various mutual funds, ETFs and, to a lesser extent, individual stocks and bonds, alternative investments and other *Independent Managers*.

Clients may also engage LWS to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, LWS directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

LWS tailors its advisory services to accommodate the needs of its individual clients and will continuously seek to ensure that its clients' portfolios are managed in a manner consistent with their specific investment profiles. LWS consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other factors relevant to the management of their portfolios. Clients are advised to promptly notify LWS if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if LWS determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

Selection or Recommendation of Independent Managers

LWS evaluates various information about the *Independent Managers* in which it recommends or selects to manage client portfolios under the Program. The Firm generally reviews a variety of different resources,

which may include the *Independent Managers*' public disclosure documents, materials supplied by the *Independent Managers* themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the *Independent Managers*' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposures. LWS also takes into consideration each *Independent Manager*'s management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other related factors.

LWS generally monitors the performance of those accounts being managed by *Independent Managers* by reviewing the account statements and trade confirmations produced by the *Financial Institutions*, as well as other performance information furnished by the *Independent Managers* and/or other third-party providers. The Firm does not verify the accuracy of any such performance information and does not ensure its compliance with presentation standards. Clients are advised that any performance information they receive from the *Independent Managers* may not be calculated on a uniform and consistent basis. Clients should compare all supplemental materials with the account statements they receive from their respective custodians.

The terms and conditions under which the client engages an *Independent Manager* are set forth in a separate written agreement between LWS or the client and the designated *Independent Manager*. In addition to this Brochure, the client also receives the written disclosure brochure of the designated *Independent Managers* engaged to manage their assets.

Side-By-Side Management

LWS does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Methods of Analysis

LWS generally utilizes a combination of largely fundamental and technical methods of analysis.

Fundamental analysis involves an evaluation of an issuer's fundamental financial condition and competitive position. LWS generally analyzes an issuer's financial condition, capabilities of management, growth prospects, earnings capacity, new products and services, as well as the company's position amongst its industry competitors in order to determine the recommendations made to clients. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that LWS will be able to accurately predict such a reoccurrence.

Investment Strategies

LWS draws from numerous asset classes to construct a diversified portfolio that mirrors the client's time horizon, objectives, and tax status. In constructing a portfolio, the Firm utilizes equities, fixed income, cash, commodities, real estate and alternative assets. In an effort to manage risk as well as return, LWS incorporates investments with historically low or negative correlations to one another. The Firm's approach is considered to be "top down", emphasizing the big picture of the global economy, and from there, determining the prudent size, style and sector or equities as well as quality and duration of the fixed income markets.

Risks of Loss

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear potential losses.

Market Risks

The profitability of a significant portion of LWS recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that LWS will be able to predict those price movements accurately.

Mutual Funds and Exchange-Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Use of Independent Managers

LWS may recommend the use of *Independent Managers*. In these situations, LWS continues to do ongoing due diligence of such managers, but such recommendations rely to a great extent on the *Independent Managers'* ability to successfully implement their investment strategies. In addition, LWS generally may not have the ability to supervise the *Independent Managers* on a day-to-day basis.

Use of Private Collective Investment Vehicles

LWS recommends that certain clients invest in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

Voting of Client Securities

LWS does not accept the authority to vote clients' securities (i.e., proxies) on their behalves. Clients receive proxies directly from the *Financial Institutions* where their assets are custodied and may contact the Firm at the number on the cover of this brochure with questions about proxies and/or other such solicitations.

Item 7. Client Information Provided to Portfolio Managers

In this Item, LWS is required to describe the type and frequency of the information it communicates to the *Independent Managers*, if any, managing its clients' investment portfolios.

Clients participating in the Program generally grant LWS the authority to discuss certain non-public information with the *Independent Managers* engaged to manage their accounts. Depending upon the specific arrangement, the Firm may be authorized to disclose various personal information including, without limitation: names, phone numbers, addresses, social security numbers, tax identification numbers and account numbers. LWS may also share certain information related to its clients' financial positions and investment objectives in an effort to ensure that the *Independent Managers'* investment decisions remain aligned with its clients' best interests. This information is communicated on an initial and ongoing basis, or as otherwise necessary to the management of its clients' portfolios.

Item 8. Client Contact with Portfolio Managers

In this Item, LWS is required to describe any restrictions on clients' ability to contact and consult with the portfolio managers managing their investment portfolios.

There are no restrictions on clients' ability to correspond with LWS. Clients can generally contact the *Independent Managers* managing their portfolios through LWS by providing the Firm with written request

and identification of the questions or issues to be discussed with the *Independent Managers*. After receiving the client's written request, LWS, at its sole discretion, may contact the *Independent Managers* for the client or arrange for the *Independent Managers* and the client to communicate directly.

Item 9. Additional Information

Disciplinary Information

LWS has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management.

Other Financial Industry Activities and Affiliations

Independent Insurance Agents

Certain professionals of LWS are separately licensed as independent insurance agents. As such, these professionals may conduct insurance product transactions for LWS clients, in their capacity as licensed insurance agents, and will receive customary commissions for these transactions in addition to any compensation received in their capacity as employees of LWS. Commissions from the sale of insurance products will not be used to offset or as a credit against advisory fees. These professionals therefore have incentive to recommend insurance products based on the compensation to be received, rather than on a client's needs. The receipt of additional fees for insurance commissions is therefore a conflict of interest, and clients should be aware of this conflict when considering whether to engage LWS or utilize these professionals to implement any insurance recommendations. LWS attempts to mitigate this conflict of interest by disclosing the conflict to clients, and informing the clients that they are always free to purchase insurance products through other agents that are not affiliated with LWS, or to determine not to purchase the insurance product at all. LWS also attempts to mitigate the conflict of interest by requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of LWS, which requires that employees put the interests of clients ahead of their own.

Code of Ethics

LWS and its associated persons are permitted to buy or sell securities that it also recommends to clients consistent with LWS' policies and procedures.

LWS has adopted a code of ethics ("*Code of Ethics*") made up of its personal securities transaction and insider trading policies and procedures. When LWS is purchasing or considering for purchase any security on behalf of a client, no *Covered Person* (as defined below) may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when LWS is selling or considering the sale of any security on behalf of a client, no *Covered Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security.

Unless specifically defined in LWS procedures (summarized above), neither LWS nor any of LWS' Associated Persons may effect for himself or herself, for an Associated Person's immediate family (i.e.,

spouse, minor children, and adults living in the same household as the Associated Person), or for trusts for which the Associated Person serves as a trustee or in which the Associated Person has a beneficial interest (collectively “*Covered Persons*”), any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of LWS’ clients.

The foregoing policies and procedures are not applicable to (a) transactions effected in any account over which neither LWS nor any of its *Supervised Persons* has any direct or indirect influence or control; and (b) transactions in securities that are: direct obligations of the government of the United States; bankers’ acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements; or shares issued by registered open-end investment companies.

This policy has been established recognizing that some securities being considered for purchase and sale on behalf of LWS’ clients trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of such securities. Under certain limited circumstances, exceptions may be made to the policies stated above. LWS will maintain records of these trades, including the reasons for any exceptions.

In accordance with applicable regulations, LWS also maintains and enforces written policies reasonably designed to prevent the unlawful use of material non-public information by LWS or any of its *Supervised Persons*.

Clients and prospective clients may contact LWS to request a copy of its *Code of Ethics*.

Account Reviews

LWS monitors its clients’ investment portfolios on a continuous and ongoing basis, and conducts regular account reviews at least quarterly. Such reviews are conducted by one of the Firm’s investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with LWS and to keep LWS informed of any changes thereto. LWS contacts ongoing investment advisory clients at least annually to review its previous services and recommendations, and to discuss the impact resulting from any changes in their financial situation and/or investment objectives.

Account Statements and General Reports

Clients are generally provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions*. Clients in the Program may also receive reports from LWS that may include relevant account and/or market-related information, such as an inventory of account holdings and account performance as clients may request from time to time. Clients should compare any supplemental reports they receive from LWS and/or the *Independent Managers* with the account statements they receive from the *Financial Institutions*.

Client Referrals

LWS does not compensate any unaffiliated third-parties for referring clients to the Program.

Receipt of Economic Benefit

LWS has arrangements in place whereby the Firm receives an economic benefit from a third-party for providing investment advice to clients participating in the Program.

Specifically, *Fidelity* may provide the Firm with computer software and related systems support, which allow LWS to better monitor client accounts maintained at *Fidelity*. LWS may receive the software and related support without cost because LWS renders investment management services to clients that maintain assets at *Fidelity*. The software and related systems support may benefit LWS, but not its clients directly. In fulfilling its duties to its clients, LWS endeavors at all times to put the interests of its clients first. Clients should be aware, however, that LWS' receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence LWS' choice of broker-dealer over another that does not furnish similar software, systems support, or services.

LWS may also receive the following benefits from *Fidelity* through the Fidelity Institutional Wealth Services Group:

Receipt of duplicate client confirmations and bundled duplicate statements;

Access to a trading desk that exclusively services its Institutional Wealth Services Group participants;

Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and

Access to an electronic communication network for client order entry and account information.

Financial Information

LWS is not required to disclose any financial information pursuant to this Item due to the following:

The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance;

The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and

The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.