

PART 2A OF FORM ADV

FIRM BROCHURE



LITTLE HARBOR ADVISORS, LLC

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This brochure provides information about the qualifications and business practices of Little Harbor Advisors, LLC ("LHA"). If you have any questions about the contents of this brochure, please contact us at the telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. References in this brochure to LHA as a "registered investment adviser" are not intended to imply a certain level of skill or training.

Additional information about Little Harbor Advisors, LLC is also available on the SEC's website at www.adviserinfo.sec.gov

ITEM 2-MATERIAL CHANGES

LHA is updating its Firm Brochure as of July 2018. The changes made to LHA's Firm Brochure are intended to reflect the current provisions found in the Prospectus and Statement of Additional Information for LHA Market State™ U.S. Tactical ETF and to reference LHA's intent to offer investment advisory services to private collective investment funds and/or other registered funds in the future.

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ITEM 4

ADVISORY BUSINESS.

Little Harbor Advisors, LLC (“LHA”) was founded in January of 2012 and filed with the SEC to be a registered investment advisor in August of 2013. LHA provides discretionary investment advisory services to LHA Market State™ U.S. Tactical ETF, and, in the future, may provide discretionary investment advisory services to other registered funds and/or to private collective investment funds. The focus of LHA’s investment advisory services is to implement each fund’s investment strategy, manage and allocate fund assets, and to monitor and oversee a fund’s investment return and exposure. LHA does not tailor its advisory services to individual investors, and does not accept investor-imposed investment restrictions. As of June 30, 2018, LHA managed client assets in the exchanged traded fund of approximately \$5,600,000 on a discretionary basis.

LHA Market State™ U.S. Tactical ETF:

LHA Market State™ U.S. Tactical ETF (the “Fund”) is a series of ETF Series Solutions (the “Trust”). The Trust is an open-end management investment company consisting of multiple investment series. The Trust was organized as a Delaware statutory trust on February 9, 2012. The Trust is registered with the SEC under the Investment Company Act of 1940, as amended (together with the rules and regulations adopted thereunder, as amended, the “1940 Act”), as an open-end management investment company and the offering of the Fund’s Shares (the “Shares”) is registered under the Securities Act of 1933, as amended (the “Securities Act”). The Trust is governed by its Board of Trustees (the “Board”). LHA serves as the investment adviser to the Fund. As the investment adviser to the Fund, LHA has responsibility for the general management and administration of the Fund.

The Fund’s investment objective is to seek to provide investment results that exceed the total return performance of the broader U.S. equity market on a risk-adjusted basis. The Fund is an actively-managed exchange-traded fund (“ETF”) and seeks to achieve its investment objective by investing in (i) one or more other ETFs that principally invest in large cap U.S. equity securities (“Underlying ETFs”) or the constituent stocks of such Underlying ETFs and (ii) long or short futures contracts on one or more U.S. equity market indexes. The Fund typically invests approximately 80% of its net assets in Underlying ETFs or the constituent stocks of such Underlying ETFs. Based primarily on proprietary statistical analyses of the distribution of U.S. equity market prices, the Fund’s investment adviser determines each day whether the Fund’s net exposure to the U.S. equity market should be as little as 0% or as much as 160% of the Fund’s net assets. The Fund utilizes long or short futures contracts to the extent needed to augment or reduce, respectively, the Fund’s exposure relative to the exposure resulting from investments in Underlying ETFs to achieve the desired net exposure. To the extent the Fund seeks to obtain exposure to the U.S. equity market of greater than 100% of its net assets, the Fund’s investments in futures contracts creates leverage, which may make the Fund more volatile than other investments. Because the Fund’s exposure may change daily, the Fund may engage in active and frequent trading. A more

detailed explanation of the Fund's investment strategy is found in the Fund's Prospectus, dated March 28, 2018.

TAI Equity Holdings, LLC is the managing member of LHA, and its managing member is LHA's President, John Hassett. The principal owner of TAI Equity Holdings, LLC is also John Hassett. LHA is currently in the process of closing a private collective fund that had a substantially similar investment objective and strategy to that of the ETF.

ITEM 5

FEES AND COMPENSATION.

For the services provided to the Fund, the Fund pays LHA a unified management fee, which is calculated daily and paid monthly, at an annual rate of 0.97% of the Fund's average daily net assets. Pursuant to an investment advisory agreement (the "Advisory Agreement"), LHA provides investment advice to the Fund and oversees the day-to-day operations of the Fund, subject to the direction and control of the Board and the officers of the Trust. It should be noted that detailed disclosure about the unified management fee is provided in the Prospectus and the Statement of Additional Information (the "SAI"), and for any future private collective investment fund, a detailed disclosure about fees and expenses will be provided in the particular fund's offering documentation, including any supplements, provided to each investor and prospective investor. Such documents should be carefully reviewed prior to making an investment in any particular fund.

The Fund:

LHA provides investment advice to the Fund and oversees the day-to-day operations of the Fund. LHA is responsible for trading portfolio securities on behalf of the Fund, including selecting broker-dealers to execute purchase and sale transactions, subject to the oversight of the Board. Under the Advisory Agreement, LHA is also responsible for arranging transfer agency, custody, fund administration and accounting, and other related services necessary for the Fund to operate. LHA administers the Fund's business affairs, provides office facilities and equipment and certain clerical, bookkeeping and administrative services. In exchange for the single unitary management fee, LHA has agreed to pay all expenses incurred by the Fund except for interest charges on any borrowings, dividends and other expenses on securities sold short, taxes, brokerage commissions and other expenses incurred in placing orders for the purchase and sale of securities and other investment instruments, acquired fund fees and expenses, accrued deferred tax liability, extraordinary expenses, distribution fees and expenses to be paid by the Fund under any distribution plan.

Additional Fees and Expenses:

For private collective investment funds, LHA's management fee may not be inclusive of all the fees and expenses charged to the particular fund. The following list includes representative fees and/or expenses that a fund may pay

to third parties. This list is not intended to be exhaustive, the particular fund's offering documents will provide further detail relating to fees and expenses:

- Administrative, Transfer Agent and Custodial fees
- Organization, Offering, Audit, Accounting and Legal fees
- Brokerage commissions and transaction fees
- Marketing fees and sales charges

ITEM 6

PERFORMANCE-BASED FEES.

The Fund does not charge a performance-based fee. Generally, performance-based fees are based on a share of capital gains on, or appreciation of, the assets for a particular fund. In the future, LHA may launch private collective investment funds or other registered funds that charge a performance-based fee. The appearance of a conflict of interest may arise where LHA charges a performance-based fee to a fund, including that LHA and its portfolio managers may have an incentive to favor accounts for which they receive performance-based fees. However, LHA maintains a Code of Ethics that establishes standards for the detection and prevention of activities by which a person having knowledge of the investment and investment intentions of any fund may abuse their fiduciary duties to any such fund.

Please note, a detailed disclosure about performance-based fees and other expenses applicable to an investment in any particular private collective investment fund or other registered fund will be provided in that fund's offering documentation, including any supplements.

ITEM 7

TYPES OF CLIENTS.

As described in **Item 4- Advisory Business**, LHA offers investment advisory services the Fund and, in the future, may provide investment advisory services to private collective investment funds and other registered funds. The Fund issues and redeems Shares at NAV (defined below) only in large blocks known as "Creation Units," which only Authorized Participants (the "APs") (typically, broker-dealers) may purchase or redeem directly from the Fund. Creation Units generally consist of 25,000 Shares, though this may change from time to time. The Fund generally issues and redeems Creation Units in exchange for a portfolio of securities closely approximating the holdings of the Fund and/or a designated amount of U.S. cash. Once created, Shares trade in the secondary market in quantities less than a Creation Unit. Shares of the Fund are listed on the Cboe BZX Exchange, Inc. (the "Exchange"), or on some other national securities exchange, and most investors will buy and sell Shares throughout the trading day like other publicly traded securities and through brokers at market prices, rather than the Fund Net Asset Value (the "NAV"). Because Shares trade at market prices rather than NAV, Shares may trade at a price greater than NAV (premium) or less than NAV (discount). Additionally, when buying or selling Shares through a broker, investors will incur customary brokerage commissions

and charges, and may pay some or all the spread between the bid and the offer price in the secondary market on each leg of a round trip (purchase and sale) transaction. Because secondary market transactions occur at market prices, an investor may pay more than NAV when he/she buys Shares, and receive less than NAV when he/she sells those Shares. A more detailed explanation of how to purchase or sell Shares is found in the Fund's Prospectus and SAI.

In the future, LHA intends to provide investment advisory services to other private collective investment funds and/or registered funds, and these funds may have minimum investment requirements and investor qualifications that vary. The offering documentation for the particular fund will set forth a more detailed explanation of how to acquire an interest in such fund.

ITEM 8

METHODS OF ANALYSIS.

As stated in **Item 4- Advisory Business** above, in regard to the Fund LHA seeks to provide investment results that exceed the total return performance of the broader U.S. equity market on a risk-adjusted basis.

LHA seeks to achieve the investment objective by investing in (i) one or more other Underlying ETFs or the constituent stocks of such Underlying ETFs and (ii) long or short futures contracts on one or more U.S. equity market indexes. LHA will determine each day whether the Fund's net exposure to the U.S. equity market should be as little as 0% or as much as 160% of the Fund's net assets.

All securities investments risk the loss of capital. No assurance can be given that the investment objective of the Fund will be met, or that the Fund investment strategy will be profitable. LHA utilizes a quantitative program to implement a portion of the Fund's investment strategy. The value of securities selected by using quantitative analysis can react differently to issuer, political, market, and economic developments than the market as whole or securities selected using only fundamental analysis. LHA's use of derivative instruments in regard to the Fund's investment strategy involves risks different from, and possibly greater than, the risks associated with investing directly in securities and other traditional investments. The use of derivatives could reduce the Fund's performance, increase its volatility, and could cause the Fund to lose more than the initial amount invested. In addition, investments in derivatives involve leverage, which means a small percentage of assets invested in derivatives can have a disproportionately large impact on the Fund. For a detailed description of the risks involved in the Fund's investment strategy, please see the Fund's Prospectus and its SAI which contain a review of the risks associated with the Fund.

ITEM 9

DISCIPLINARY INFORMATION.

LHA does not have any material legal or disciplinary item to disclose related to LHA's business or its management. LHA is obligated to disclose any disciplinary event that would be material to a potential investor when evaluating a client

relationship.

ITEM 10

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.

LHA is not registered as a broker-dealer and does not have an application outstanding to register as a broker-dealer.

A member of LHA has an affiliation with another investment management company, but despite any such affiliation LHA conducts its operations and its investment advisory services completely independent of that entity. The President of LHA, John Hassett, is also the Manager of that entity. However, other than the time that Mr. Hassett allocates to the operations of that entity, LHA does not believe there are any potential conflicts of interests between the companies. The two companies pursue different investment objectives and strategies, and the other entity is not making any new investments.

LHA's Chief Investment Officer and several other employees are registered representatives of an unaffiliated broker-dealer, Quasar Distributors, LLC, a wholly-owned subsidiary of U.S. Bancorp.

LHA does not receive compensation, directly or indirectly, from other investment advisers. LHA is compensated by the Fund, and, in the future, may be compensated by additional collective investment vehicles or registered funds managed by LHA.

ITEM 11

CODE OF ETHICS.

LHA has adopted a Code of Ethics pursuant to the requirements of the Investment Advisers Act of 1940 (the "Advisers Act"). Pursuant to LHA's Code of Ethics, firm personnel are subject to general ethical conduct and fiduciary requirements, as well as to monitoring of their personal trading activities involving securities.

The Code of Ethics applies to LHA's access persons and sets forth a standard of business conduct that takes into account LHA's status as a fiduciary and requires access persons to place the interests of advisory clients and investors above their own interests. The Code of Ethics requires access persons to comply with applicable federal securities laws. Further, access persons are required to promptly bring violations of the Code of Ethics to the attention of LHA's Chief Compliance Officer. All access persons are provided with a copy of the Code of Ethics and are required to acknowledge its receipt on at least an annual basis.

The Code of Ethics also sets forth certain reporting and pre-clearance requirements with respect to personal trading by access persons. LHA's access persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report upon employment. In addition, LHA's

access persons must provide annual holdings reports and quarterly transaction reports. In addition, the Code of Ethics ensures the protection of nonpublic information about the activities of LHA's advisory clients.

Investors or prospective investors may obtain a copy of LHA's Code of Ethics by contacting the Chief Compliance Officer at (781) 639-3000.

ITEM 12

BROKERAGE PRACTICES.

Other than the use of Interactive Brokers, LLC as the futures commission merchant to execute, clear and carry futures transactions for a limited percentage of Fund assets, LHA is not involved in selecting or recommending broker-dealers for advisory client transactions and determining the reasonableness of broker-dealer compensation (e.g., commissions). LHA does not receive research or other products or services from broker-dealers or third parties in connection with advisory client transactions ("soft dollar benefits"). It is expected that future collective investment funds, separately managed accounts, and/or registered funds advised by LHA will allocate brokerage business generally on the basis of best available execution and may consider a broker's provision of brokerage, research and related services (but no absolute assurances can be made in that respect).

ITEM 13

REVIEW OF ACCOUNTS.

LHA is responsible for the implementation of, and portfolio analysis related to, the Fund's investment strategy. LHA also is responsible for establishing, monitoring, adjusting, and re-balancing the allocations of Fund assets. LHA monitors and analyzes the Fund investment returns and exposures daily as well.

No risk-management and review process is fail-safe, and no assurance can be given that LHA's risk management and review process will achieve its objective. From time to time, LHA may modify or change its risk management and/or review process.

ITEM 14

CLIENT REFERRALS.

In regard to the Fund, LHA and its related persons, out of its own resources and not out of Fund assets (i.e., without additional cost to the Fund or its shareholders), may pay certain broker dealers, banks and other financial intermediaries ("Intermediaries") for certain activities related to the Fund, including participation in activities that are designed to make Intermediaries more knowledgeable about exchange traded products, including the Fund, or for other activities, such as marketing and educational training or support (including conferences, webinars and printed communications). These

arrangements are not financed by the Fund and, thus, do not result in increased Fund expenses. Payments to an Intermediary may be significant to the Intermediary, and amounts that Intermediaries pay to an investor's financial adviser, broker or other investment professional, if any, may also be significant to such adviser, broker or investment professional. Any payment made by LHA or its related persons to an Intermediary may create a conflict of interest by providing an incentive for an Intermediary to encourage customers to buy Shares. Because an Intermediary may make decisions about what investment options it will make available or recommend, and what services to provide in connection with various products, based on payments it receives or is eligible to receive, such payments create conflicts of interest between the Intermediary and its clients. For example, these financial incentives may cause the Intermediary to recommend the Fund over other investments. The same conflict of interest exists with respect to an investor's financial adviser, broker or investment professional if he or she receives similar payments from his or her Intermediary firm. Additional information regarding any payments that an Intermediary firm may receive related to an investment in the Fund may be obtained directly from the investor's financial adviser, broker or other investment professional.

In regard to private collective investment funds launched in the future, LHA and its related persons may compensate third-parties who are not supervised persons for investor referrals. The general partner of a future fund may sell interests in the fund through broker-dealers, placement agents, and other persons and pay a marketing fee or commission in connection with such activities. The general partner also or alternatively may deduct a percentage of the amount invested by an investor in the fund to pay sales fees or charges, on a fully disclosed basis, to a broker-dealer, placement agent or other person based upon the amount of an investor's contribution introduced to the general partner by such broker-dealer, placement agent or other person. Any such sales fees or charges would be assessed against the referred investor and would reduce the amount actually invested by such investor in the fund. The fees and charges to each investor may vary, depending on the amount invested and other factors.

In some instances, LHA may pay broker/dealers or an independent third-party a portion of the fees paid to LHA or other compensation. Such compensation is paid in a manner intended to comply with Rule 206(4)-3 of the Advisers Act, which regulates the payment of solicitation fees by registered investment advisers, as well as applicable regulations under the Securities Exchange Act of 1934, as amended. If LHA pays a broker/dealer or an independent third-party a portion of the fees paid to it or pays other compensation, when advising potential investors in a fund these parties may have a conflict between their interest in advising a potential investor to invest in the fund and their interest in receiving or continuing to service the fund and receiving such compensation.

ITEM 15**CUSTODY.**

LHA does not have actual custody of any investor account or any of an investor's funds or securities.

In regard to the Fund, Shares are held in book entry form, which means that no stock certificates are issued. The Depository Trust Company ("DTC") or its nominee is the record owner of all outstanding Shares. Investors owning Shares are beneficial owners as shown on the records of DTC or its participants. DTC serves as the securities depository for all Shares. DTC's participants include securities brokers and dealers, banks, trust companies, clearing corporations, and other institutions that directly or indirectly maintain a custodial relationship with DTC. As a beneficial owner of Shares, an investor is not entitled to receive physical delivery of stock certificates or to have Shares registered in his/her name, and he/she is not considered a registered owner of Shares. Therefore, to exercise any right as an owner of Shares, the owner of the Shares must rely upon the procedures of DTC and its participants. These procedures are the same as those that apply to any other securities that an investor holds in book entry or "street name" through his/her brokerage account.

The Fund has a third-party, qualified custodian for the Fund's assets. The custodian holds and administers the assets in the Fund's portfolios. Pursuant to the Fund's Custody Agreement, the custodian receives an annual fee from LHA based on the Fund's total average daily net assets, subject to a minimum annual fee, and certain settlement charges. The custodian also is entitled to certain out-of-pocket expenses.

In regard to future collective investment funds, LHA will maintain the cash assets of the particular fund in custodial accounts with a "qualified custodian" pursuant to Rule 206(4)-2 under the Advisers Act. LHA will notify, or instruct the custodian to notify, investors in writing of the qualified custodian's name, address and the manner in which the assets are maintained promptly when an investor's account is opened and following any changes to this information.

ITEM 16**INVESTMENT DISCRETION.**

The accounts that LHA manages are discretionary accounts. LHA provides discretionary investment advisory services to the Fund and, in the future, it may provide discretionary investment advisory services to private collective investment funds and/or other registered funds. The investments of a particular fund are managed in accordance with the investment objectives, strategies and guidelines set forth in the offering documents of the particular fund and are not tailored to any particular investor in such fund.

Pursuant to the Advisory Agreement for the Fund, LHA provides investment advice to the Fund and oversees the day-to-day operations of the Fund, subject to the direction and control of the Board and the officers of the Trust. LHA is responsible for trading portfolio securities on behalf of the Fund, including

selecting broker-dealers to execute purchase and sale transactions, subject to the oversight of the Board. In regard to future private collective investment funds, LHA will be authorized by the applicable general partner or management person(s) to allocate the fund's assets among different, securities, financial instruments and/or other investment vehicles.

LHA does not provide individualized investment advice to investors. Investors in each of its funds do not have the ability to impose limitations on LHA's discretionary authority. Prospective investors are provided with an offering document prior to their investment and are encouraged to carefully review the offering document and to be sure that the proposed investment is consistent with their investment goals and tolerance for risk.

ITEM 17

VOTING OF SECURITIES.

The Fund has delegated proxy voting responsibilities to LHA, subject to the Board's oversight. In delegating proxy responsibilities, the Board has directed that proxies be voted consistent with the Fund's and its shareholders' best interests and in compliance with all applicable proxy voting rules and regulations. LHA has adopted proxy voting policies and guidelines for this purpose ("Proxy Voting Policies"), and a copy of the Proxy Voting Policies is attached to the Fund's SAI as Appendix A. The Proxy Voting Policies address, among other things, material conflicts of interest that may arise between the interests of the Fund and LHA, and require that all issues brought to shareholders are analyzed in light of LHA's fiduciary responsibilities. The Proxy Voting Policies have been adopted by the Trust as the policies and procedures that LHA will use when voting proxies on behalf of the Fund. Due to the nature of the Fund's principal investment strategies, the Fund is not expected to receive a significant number of proxy solicitations.

It is likely that the future private collective investment funds to which LHA will provide investment advisory services will not typically convey traditional voting rights to LHA. Additionally, a particular collective investment fund may waive its right to vote shares, and the occurrence of corporate governance or other notices for such type of investment are substantially less than that encountered in connection with directly holding a company's equity securities.

On occasion, however, LHA or a fund it advises may receive notices seeking consent in order to materially change certain corporate rights or to change material terms of organizational or operating documents. To the extent that a fund receives notices or proxies, when LHA has been delegated proxy voting responsibilities, it will vote consistent with the fund's best economic interests. In general, LHA believes that voting proxies in accordance with a fund's best economic interests will be in the best interests of the particular fund.

At times, conflicts may arise between the interests of investors, on the one hand, and the interests of LHA or a particular fund, on the other. If LHA believes that a matter involves an actual or perceived conflict of interest, LHA

will address matters involving such actual or perceived conflicts of interest on a case-by-case basis in a fair and equitable manner, subject to legal, regulatory and other applicable considerations, including in some instances utilizing a third-party proxy voting service to provide their assessment. In exercising its voting discretion, LHA will seek to avoid any direct or indirect conflict of interest presented by the voting decision.

ITEM 18

FINANCIAL INFORMATION.

LHA does not require or solicit prepayment of more than \$1,200 in fees per fund, six months or more in advance and therefore is not required to include a balance sheet with this brochure. LHA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to any funds it manages, and it has not been the subject of a bankruptcy proceeding.