

Part 2A Appendix 1 of Form ADV: Wrap Fee Program *Brochure*

Item 1 Cover Page

Third Seven Advisors, LLC

444 Madison Ave, Suite 8500

New York, NY 10022

(347) 822-9126 office

(212) 537-7299

12/13/2018

**FORM ADV PART 2A Appendix 1
WRAP FEE PROGRAM BROCHURE**

This wrap fee program brochure provides information about the qualifications and business practices of Third Seven Advisors, LLC ('TSA'). If you have any questions about the contents of this brochure, please contact us at (347) 882-9126. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about TSA, including any disciplinary history, is also available on the SEC's website at www.adviserinfo.sec.gov.

TSA is an SEC Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

This is the initial Wrap Fee Program Brochure.

Table of Contents	
<i>Item 1: Cover Page.....</i>	<i>1</i>
<i>Item 2: Material Changes.....</i>	<i>2</i>
<i>Item 3: Table of Contents.....</i>	<i>3</i>
<i>Item 4: Services, Fees and Compensation.....</i>	<i>4</i>
<i>Item 5: Account Requirements and Types of Clients.....</i>	<i>5</i>
<i>Item 6: Portfolio Manager Selection and Evaluation.....</i>	<i>6</i>
<i>Item 7: Client Information Provided to Portfolio Managers.....</i>	<i>7</i>
<i>Item 8: Client Contact with Portfolio Managers.....</i>	<i>8</i>
<i>Item 9: Additional Information.....</i>	<i>9</i>

Item 4 Services, Fees and Compensation

Third Seven Advisors, LLC (“TSA”) offers discretionary investment management and investment supervisory services through our wrap fee program (“Program”) based on a percentage of your assets under management. These services include investment analysis, allocation of investments, and ongoing monitoring of your portfolio.

TSA determines your portfolio composition based on your needs, financial goals, and risk tolerance. We will work with you to obtain the necessary information regarding your financial condition, investment objectives, liquidity requirements, risk tolerance, and time horizons. Once we have determined the types of investments to be included in your portfolio, we will provide ongoing portfolio supervision and management services. We will rebalance the portfolio, as appropriate, to meet your financial objectives.

TSA will provide investment advisory services to you based on a negotiated annual fee not to exceed 2.50% of your Assets Under Management (“AUM”). Fees are deducted from your custodial account. Upon your request, TSA will bill you directly for fees incurred. Fees will either be paid in advance or in arrears, either monthly or quarterly, based on the terms of your advisory agreement. Such fees will be calculated as a percentage of the agreed upon annual rate multiplied by the market value of the account at the end of each billing period.

The investment advisory agreement may be terminated at any time upon written notification by you or TSA. If terminated, all investment advisory fees paid in advance will be prorated to the date of termination and any unearned portion of the fee will be returned to you. Advisory fees paid in arrears will be billed at account closing on a prorated basis. Termination of this agreement shall not affect the consummation of any transaction(s) which were initiated prior to termination unless it is feasible to do so. TSA does not accept performance-based fees.

Under this Program, clients receive both investment advisory services and the execution of transactions for a single, combined annualized fee. Participation in the Program may cost you more or less than purchasing such services separately. The number of transactions made in your accounts, as well as the commissions charged for each transaction, determine the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. The Program fee may be higher or lower than fees charged by other sponsors of comparable investment advisory programs. This Program is intended for clients who seek ongoing professional management of their investments.

TSA may recommend the services of a sub-advisor to assist in the management of your portfolio. The fee for the sub-advisor’s services will be included in the Program fee and will be disclosed in the Fee Schedule of your TSA Discretionary Investment Management Agreement.

The Program fee does not cover debit balance fees, related margin interest, IRA and retirement plan fees, transfer fees, fees imposed by regulators, fees for certain money market funds and mutual funds, wire transfer fees, overnight check fees, account closing fees, paper statement delivery fees, non-standard asset fees, insufficient fund fees, returned check fees, expenses charged by mutual funds (including management fees and other fund expenses), expenses charged by variable annuities and exchange-traded funds, or other fees or taxes that are required by law. These fees are negotiated by TSA on behalf of our representatives. Please consult with your advisor concerning any of the aforementioned fees.

Representatives of TSA receive a portion of the Program fee for recommending the wrap fee program to you. The amount of this compensation may be more than what the representative would receive if you paid separately for investment advice, brokerage, and other services. Therefore, the representative may have a financial incentive to recommend the wrap fee program over other programs or services.

Item 5 Account Requirements and Types of Clients

TSA generally provides investment advice to retail clients, high net worth individuals, and corporations or business entities.

There are no minimum account size requirements for opening or maintaining an account.

Item 6 Portfolio Manager Selection and Evaluation

TSA uses fundamental and technical methods of analysis in formulating investment advice. TSA believes that risk tolerance is a critical element in creating model portfolios. Our investment management services are based on each individual client's ability to handle risk, individual financial goals and overall time horizon. Risk allocation strategies are provided across the investment objectives of capital appreciation, balanced (growth and income), and income. TSA takes a long-term approach to investing and will not use margin to purchase securities.

The greatest risk of any investment program is that you could lose money. Past performance does not insure future results, and there is no assurance that TSA will achieve client objectives. Investing in securities involves risk of loss that clients should be prepared to bear. There is no insurance of guarantees against loss. Factors such as interest rate risk, market risk and business risk could affect performance. These products are NOT FDIC insured.

Technical analysis has risks as sometimes trends tend to deviate causing results to vary. Fundamental analysis has its risks in that assumptions on which the analysis is based might not actually occur causing projections and results to deviate.

TSA primarily invests in large and mid-cap equities and mutual funds. As with all securities and mutual funds, there is a risk involving a loss of principal and tax consequences such as when there is a capital distribution by a mutual fund or a dividend by a large cap equity. The performance of the underlying company and anticipated future results drive the stock price of each equity.

Portfolio performance will be evaluated against standard industry benchmarks related to the stated objectives and strategy of your advisory account. Any account restrictions placed by you will be taken into consideration when evaluating portfolio performance.

Item 7 *Client Information Provided to Portfolio Managers*

TSA will provide information about your risk tolerance, financial situation, and investment objectives to applicable portfolio managers upon the opening of your account, when there are material changes, and at least annually. Third party sub-advisers will also collect profile information from clients that utilize their services.

Item 8 *Client* Contact with Portfolio Managers

There are no restrictions placed on clients' ability to contact and consult with their portfolio managers.

Disciplinary Information

TSA is not the subject of any pending criminal proceedings that involve an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses.

TSA has never been found to be involved in a violation of an investment-related statute or regulation; or was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, TSA or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

TSA has never had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which TSA or a management person was found to have caused an investment-related business to lose its authorization to do business.

TSA was never found to be involved in a violation of an investment-related statute or regulation and was never the subject of an order by the agency or authority. TSA has never been subjected to any of the following:

- (a) denying, suspending, or revoking the authorization of TSA or a management person to act in an investment-related business;
- (b) barring or suspending TSA's or a management person's association with an investment-related business;
- (c) otherwise significantly limiting your TSA's or a management person's investment-related activities; or
- (d) imposing a civil money penalty of more than \$2,500 on TSA or a management person.

TSA was never involved in a self-regulatory organization (SRO) proceeding in which TSA or a management person:

- 1. was found to have caused an investment-related business to lose its authorization to do business; or
- 2. was found to have been involved in a violation of the SRO's rules and was:
 - (i) barred or suspended from membership or from association with other members, or was expelled from membership;
 - (ii) otherwise significantly limited from investment-related activities; or
 - (iii) fined more than \$2,500.

Other Financial Industry Activities and Affiliations

The parent company of TSA is Third Seven Group, LLC.

Neither TSA nor any of its management persons are registered, or have an application pending to register, as futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Third Seven Capital, LLC ("TSC") is a FINRA registered broker-dealer and an affiliate of TSA. TSA does not execute orders on behalf of its advisory clients through TSC. However, some Investment Adviser Representatives of TSA are also Registered Representatives of TSC.

Orders for the execution of transactions for the account will be placed by TSA with broker-dealers that are selected by TSA. Accordingly, TSA's selection of a broker or dealer for transactions for the account may take into account, among others, such relevant factors as price; the broker's or dealer's facilities, reliability and financial responsibility; when relevant, the ability of the broker to effect securities transactions, particularly with regard to such aspects as order size and execution of the order; the broker's or dealer's recordkeeping capabilities; and the research or other services provided by such broker or dealer to TSA that are expected to enhance TSA's general portfolio management capabilities (i.e. efficient trading capabilities including efforts to obtain best execution).

In addition, the applicant is authorized to pay commissions to the brokers that are higher than might be charged by another qualified broker to obtain brokerage and/or research services. TSA has discretionary authority to select certain broker/dealers who may charge commissions in excess of the lowest available commissions in recognition of the value of research products or services provided by the broker-dealer. The products or services arranged or provided by the broker-dealer in return for directing brokerage commissions to the broker-dealer may be used in making investment decisions for the clients' accounts but may or may not be used in connection with accounts that have paid commissions to the broker providing the service. Commission rates, being a component of price, are one factor considered together with other factors. TSA will not be obligated to seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction for the client's account or to select any broker-dealer on the basis of its purported posted commission rate.

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

The foundation of the code of ethics consists of basic standards of conduct including, but not limited to, the avoidance of conflicts of personal interests and interest of TSA or its clients. To this end, directors, officers and employees of TSA should understand and adhere to the following ethical standards:

1. Place the interests of TSA's clients first
2. Insure that all personal securities transactions be conducted in a manner to avoid any actual or potential conflict of interest
3. All employees should understand the requirements of the code of ethics

A copy of TSA's code of ethics is available to any client or prospective client upon request.

Neither TSA nor any related person buys or sells any securities in which TSA or any related person has a material financial interest.

TSG, TSA and its employees, from time to time, invest in securities that the company recommends. In order to avoid any conflicts of interests, the client is notified that such situations may occur from time to time.

On any given day, no employee will trade ahead or get a more favorable price than a client of TSA.

Review of Accounts

TSA Operations, headed by Peter McGlynn, will monitor all accounts on a monthly and/or quarterly basis for all IA clients. This will be done through the firm's portfolio monitoring system. The custodian will send to you, at least quarterly, a statement including all amounts dispersed from the account (including the amount of any fee paid pursuant to client's authorization to TSA), all transactions occurring in the account during the period covered by the statement, and the funds, securities, and other property in the account at the end of the period. Custodian will send copies of such statements to TSA with an indication that the statements have been sent to you. Clients should compare the account statements they receive from the custodian with those they receive from TSA.

Client Referrals and Other Compensation

TSA participates in a referral program with Morgan Stanley whereby TSA receives a fee for referring clients or prospects to Morgan Stanley's advisory programs. This program is not related to the wrap fee program.

Financial Information

TSA does not require fees to be paid six months or more in advance.

Although TSA has discretionary authority of client funds, there are no financial conditions that would impair TSA's ability to meet contractual commitments to clients.

TSA has never been the subject of a bankruptcy petition at any time.