

## **FORM ADV PART 2A: APPENDIX 1**

### **WRAP FEE PROGRAM BROCHURE**

**August 23, 2018**



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This brochure provides information about the qualifications and business practices of ReDefine Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at 303.495.5540 or via email at [info@redefine-wm.com](mailto:info@redefine-wm.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.

ReDefine Wealth Management, LLC is registered as an Investment Adviser with the Colorado Division of Securities. Registration with any state or federal regulatory division does not imply any level of skill or training.

Additional information about ReDefine Wealth Management, LLC is also available on the SEC's website and be obtained by referencing CRD# 290054.

## **ITEM 2 MATERIAL CHANGES**

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### **Annual Update**

This version of Form ADV Part 2A: Appendix 1 - Wrap Fee Program Brochure (“Wrap Fee Brochure”), retires the Brochure dated March 23, 2018. RWM will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of the Firm’s fiscal year. Furthermore, RWM will provide you with other interim disclosures about material changes as necessary.

### **Summary of Material Changes**

Redefine Wealth Management, LLC (“RWM”) is required to advise you of any material changes to our Firm Brochure (“Brochure”) from our last annual update which occurred on March 23, 2018. Since RWM’s last ADV annual update:

- Updated to reflect change of firm registration from the United States Securities and Exchange Commission to the Colorado Division of Securities;
- Updated to reflect regulatory assets under management as of July 31, 2018 of \$54,000,000

### **Full Brochure Available**

Whenever you would like to receive a complete copy of RWM’s Firm Brochure and/or Supplement Brochure, please contact us at 303.495.5540 or [info@redefine-wm.com](mailto:info@redefine-wm.com).

## ITEM 3: TABLE OF CONTENTS

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## **ITEM 4: SERVICES, FEES AND COMPENSATION**

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The ReDefine Wealth Management Wrap Fee Program (the “Program” or “Wrap Fee Program”) is an investment advisory program sponsored and administered by ReDefine Wealth Management (the “RWM” or “Firm”). The Program provides clients with the ability to pay a single fee for the management, brokerage, custody and other services provided under the Program.

The services described herein are provided by RWM in conjunction with BNY Mellon’s Pershing LLC (“Pershing”), an independent clearing firm and custodian, as well as other registered broker/dealers as we may select from time to time. Pershing is registered broker/dealer and member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Pershing is also a member of the New York Stock Exchange and provides clearing and custody services.

As custodian, Pershing maintains custody of the client’s funds and securities; collects interest and dividends; and performs the normal and customary execution and custodial services. Pershing will send clients confirmation of each transaction in the Program account(s) and will send account statements reflecting activity in the Wrap Fee Program account at least quarterly. ReDefine Wealth Management, LLC is registered as an Investment Adviser with the Colorado Division of Securities.

To join the Program, a new client must (1) complete an investor profile that describes the client’s financial needs, investment objectives, time horizon, and risk tolerance, as well as any other factors relevant to the client’s specific financial situation and any other supporting documentation the Program requires; (2) execute RWM’s Financial Advisory Services Agreement (the “*Agreement*”) and select the wrap fee program option; and (3) complete the new account paperwork and agreements with Pershing.

### **ACCOUNT SERVICES**

The Firm’s Portfolio Management Team (“PMT”), in conjunction with the firm’s Investment Advisor Representatives (“IARs”) provide investment portfolio advice and supervisory services to clients based on an individual’s financial information, goals and objectives. This investment advice varies depending upon a client’s individual life situation, desires, objectives, and other preferences. IARs use the information initially provided in the investment profile to assist the client in developing an appropriate investment strategy for the assets in his or her account(s). Thereafter, all clients are encouraged to discuss their needs, goals, and objectives with their IAR and to notify RWM of any changes. RWM requires its PMT to contact clients at least annually to review previous services and/or recommendations and to determine whether changes should be made to the client’s investment strategy.

Clients will authorize RWM to have trading authorization on their account and the Firm's PMT will provide asset management services. Unless otherwise agreed upon in writing, clients will authorize RWM to provide asset management services on a discretionary basis, meaning the PMT will make all decisions to buy, sell or hold securities, cash or other investments in the client's managed account in the PMT's sole discretion without consulting with the client before making any transactions. Clients may request reasonable restrictions regarding investments that may be held in their portfolios. Where client assets are to be managed by outside investment managers, RWM will confer with those managers about their ability to abide by any client-requested restrictions or accommodations. If RWM manages the client assets directly, RWM will accept client-imposed restrictions provided that, in our opinion, such restrictions are reasonable and would not unduly interfere with our ability to provide the investment advisory service necessary to facilitate achievement of the client's goals. In either circumstance, if it is determined that a client-requested restriction cannot be accommodated, the client will be notified so as to have the opportunity to modify the requested restriction and/or consider other investment options.

RWM manages accounts to diversify a client's investments and may include various types of securities such as Mutual Funds, Marketable Securities, Options, Exchange Traded Funds (ETFs), Indexes, and investment grade fixed income securities. PMT may recommend other types of investments if determined appropriate based on a client's stated goals and objectives. In providing asset management services, the PMT will continuously monitor a client's account(s) and make trades in the account(s) when necessary.

## **PERFORMANCE EVALUATION AND MONITORING SERVICES**

RWM will monitor, rebalance, and manage all of the changes to the client's Wrap Fee Program account and will make available quarterly performance measurement reports to its clients. These reports are intended to inform clients as to how their investments have performed during the selected period. Clients will also receive account statements from Pershing at least quarterly, detailing all of the activity in the client's account, including the amount of advisory fees paid directly to RWM.

Information contained in the performance reports is believed to be accurate, however, the accuracy and completeness of the information is not guaranteed and is not intended to replace the account statements clients receive from Pershing. The statements clients receive from Pershing should be considered the official record for all pertinent account information. Clients should compare the information contained in the Pershing account statement with RWM's performance reports. Clients should promptly convey any discrepancies to their IAR or RWM's home office. Clients should also notify RWM if they do not receive the account statements from Pershing on at least a quarterly basis. Calculations and data provided on the performance reports should not be relied upon for tax purposes, but rather clients should use the original transaction confirmations and 1099's instead.

## **SUITABILITY AND CHANGES IN YOUR FINANCIAL CIRCUMSTANCES**

RWM's PMT makes investment decisions for a client's portfolio on a discretionary and/or non-discretionary basis according to the client's stated objectives, financial circumstances, and risk tolerance. RWM is not required to verify any information it receives from clients or from a client's other professionals (e.g. attorney, accountant, etc.) and the Firm is expressly authorized to rely on the information clients provide. Clients must promptly notify RWM of any change in financial circumstances or investment objectives that might affect the manner in which a client's account(s) should be managed.

RWM does not assume any responsibility for the accuracy of the information provided by the client and is not obligated to verify any information received from the client or from the client's other professionals (e.g. attorney, accountant, or other such professional).

Under all circumstances, clients are responsible for promptly notifying RWM in writing of any material changes to the client's financial and investment objectives, taxability, time horizon, or risk tolerance.

## **PROGRAM FEES**

RWM charges a single asset-based fee for advisory services, which includes the cost of portfolio management services, custodial services and the execution of securities transactions. The fee will be assessed and billed quarterly in advance. The fee for any given calendar quarter is debited by the custodian from the client's account at the beginning of the calendar quarter, based on the total portfolio value as of the last business day of the preceding calendar quarter. Clients will receive a debit notice showing the fee for that quarter and how it was calculated.

The first fee will be billed upon execution of the Agreement and will be based upon the opening value of the account. If the Agreement is executed at any time other than the first day of a calendar quarter, the payment will be prorated.

RWM provides investment management services for an annual fee based on the amount of assets under management (portfolio value). RWM's fees are negotiable and may vary by client relationship, a general summary of our fee schedule is set forth below.

<b><u>Market Value of Portfolio</u></b>	<b><u>% of Assets</u></b>
Under \$2,000,000	1.25%
\$2,000,001 to \$ 10,000,000	1.15%
\$10,000,001 to \$25,000,000	1.00%
\$25,000,001 to \$50,000,000	0.90%
Over \$50,000,001	0.75%

## **FEE COMPARISON**

Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in a client's account(s), 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. A client should carefully consider and understand the cost difference under each approach in order to make an informed decision as to the best option.

## **ADDITIONS, WITHDRAWALS AND TERMINATIONS**

Clients may make additions to and withdrawals from their account at any time in cash or securities. RWM reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients must notify RWM upon withdrawing assets from their account. RWM advises clients that (1) when RWM liquidates transferred securities they may be subject to additional fees such as transaction fees, fees assessed at the mutual fund level (i.e., contingent deferred sales charge) and/or tax ramifications and (2) withdrawals are subject to the usual and customary securities settlement procedures.

If the client terminates his or her account during any billing period, RWM will refund the client's account, within 30 days, any pre-paid advisory fees on a pro-rata basis from the date of termination to the end of the billing period. For amounts withdrawn from an existing account during the quarter, any pre-paid advisory fee for those assets will be refunded on a pro-rata basis from the date of the withdrawal to the end of the billing period and credited to the account during the next billing cycle. Additionally, if the client transfers his or her account to another firm, the client may pay an outgoing account transfer fee.

## **OTHER CHARGES**

While the asset-based fee described above represents the only fee clients pay to RWM in connection with participation in the wrap fee program, clients may pay certain other fees and ancillary costs. Such fees might include charges to the client account by the custodian for overdraft charges, or charges for filing and pursuing a class action claim relating to portfolio holdings. Also, mutual funds, ETFs and alternative funds, such as hedge funds, have their own operating costs that are charged to each underlying investor on a pro-rata basis. Among the operating expenses is another layer of Asset Based Fees that the third-party manager charges the investment vehicle, which is filtered through to all investors. Many mutual funds charge a "12b-1 fee" based on a percentage of assets invested in the fund, which is used to defray marketing and other distribution expenses of the adviser and/or distributor on behalf of the mutual fund. Alternative funds, *e.g.*, hedge funds, private capital funds, venture capital funds, etc., charge, in addition to a management fee, an incentive fee that is based on performance. This incentive fee can be 10% to 20% of the profits of the fund, and in some instances higher.

RWM does not receive, participate in the collection of, or otherwise benefit from any of the additional fees described above. The only compensation received by RWM is the asset-based fee described above.

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

RWM does not charge performance-based fees to clients and therefore does not engage in side by side management.

## **COMPENSATION TO INDIVIDUALS RECOMMENDING THE RWM WRAP FEE PROGRAM**

The RWM IAR recommending and/or advising the client in connection with the wrap fee program receives compensation as a result of the client's participation in the program. This creates an apparent conflict of interest if such individual's compensation could have been lower had the client purchased the services separately. However, RWM believes the potential conflict is mitigated because the compensation paid is based on a formula that is consistent across all RWM programs available to the client.

## **ITEM 5: ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

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### **TYPES OF CLIENTS**

RWM provides ongoing investment advisory and management services, with respect to investments in securities, financial instruments and/or other assets, to individuals, families, trusts, estates, conservatorships, foundations, endowments, corporations or business entities and pension and profit sharing plans, charitable organizations, public funds, investment limited partnerships, 401(k) self-directed accounts, IRAs and retirement plans, based on their individual needs.

### **MINIMUM ACCOUNT SIZE**

RWM offers investment management services to individuals and institutional clients through separately managed accounts. RWM generally pursues clients with \$10 million or more in net worth and \$2 million in investment advisory assets. However, at its sole discretion, RWM may charge a lesser annual advisory fee or waive the stated client minimums based upon various factors, including, for example, anticipated future earning capacity, anticipated future assets, historical relationship, client investment experience, related accounts, account composition, negotiations with client, accounts referred to adviser by another professional, etc.

### **UNAFFILIATED INVESTMENT ADVISERS AND INDEPENDENT ADVISERS**

The minimum account size accepted by some of the third-party managers on the RWM platform may be higher than RWM's. In such circumstances, the third-party manager's minimum amount will be required in order to establish and maintain the wrap account.



## **ITEM 6: PORTFOLIO MANAGER SELECTION AND EVALUATION**

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### **SELECTING AND REVIEWING PORTFOLIO MANAGERS**

RWM will not select any outside portfolio managers for management of this wrap fee program. RWM will be the sole portfolio manager for this wrap fee program and directly chooses the investments choices within the program.

### **RELATED PERSONS AS PORTFOLIO MANAGERS**

RWM and its related persons act as portfolio manager(s) for the wrap fee program(s) previously described in this Wrap Fee Program Brochure. This creates a conflict of interest in that portfolio managers could place their own or RWM's interests before a client's interest. RWM has adopted Compliance Procedures and a Code of Ethics that requires the Firm's portfolio managers and other employees of the firm to adhere to their fiduciary duty and avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of clients.

RWM does not use outside portfolio managers; therefore, there is no selection and review of outside portfolio managers that could be inconsistent with the selection and review of related person portfolio managers.

### **METHODS OF MACRO INVESTMENT ENVIRONMENT ANALYSIS**

RWM believes the greatest market risks to wealth are those rare, tail-risk events associated with major market downturns and global recessions. Analysis of global macroeconomic conditions and regional public policy decision making helps RWM to identify events that may affect asset prices, interest rates, and currencies. This type of volatility can cause inflation shocks, economic recessions, and other primary drivers of these rare, tail-risk events. RWM's goal is to grow capital during positive markets, while mitigating the negative impact from destructive tail-risk events.

**Macroeconomic** – analysis performed on economic phenomena such as, inflation, price levels, rate of growth, national income, GDP, and changes in unemployment.

**Charting** - analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices.

**Fundamental** - analysis performed on historical and present data, with the goal of making financial forecasts.

**Technical** – analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices.

**Cyclical** – analysis performed on historical relationships between price and market trends, to forecast the direction of prices.

The methods above are not intended to be comprehensive.

## **METHODS OF ASSET ALLOCATION ANALYSIS**

While traditional asset allocation approaches typically target returns and allocate capital accordingly, RWM's approach targets volatility and allocates risk accordingly.

Each asset class has unique risk characteristics including macroeconomic factors, such as: growth, inflation, interest rate risk, and credit risk. Asset classes also have a unique historical range of price volatility. RWM's risk optimization determines the asset mix and informs the strategic asset allocation mix.

## **METHODS OF INVESTMENT STRATEGY SELECTION**

RWM uses a combination of active and passive third-party investment strategies, to implement the asset allocation. These strategies may include separately managed accounts, limited partnerships, mutual funds and exchange traded funds. Certain direct investment opportunities may be available for qualified clients. Certain discretionary accounts may express asset allocations with individual equity, credit, and Treasury securities.

In choosing a third-party investment strategy, RWM conducts screening, due diligence and ongoing research. An investment strategy or vehicle may be recommended to a client portfolio only if it has passed the investment strategy research process. The goal of RWM's process is finding attractive investment opportunities and strategies consistent with clients' need for capital preservation, growth, and/or liquidity.

The investment strategy selection framework includes:

**Asset allocation needs:** Identify core and satellite strategies to be matched with potential asset allocation model deficiencies.

**Sourcing new strategies:** Proactive screening and recommendations from various sources.

**Investment strategy due diligence:** New or existing strategies must meet RWM's quantitative performance standards and quantitative internal controls' standards.

**Ongoing monitoring:** Strategies receive ongoing assessment of performance and consistency with their stated mandate.

To maintain objectivity, RWM does not accept platform fees, marketing allowances, or any other form of compensation from outside investment managers or strategies.

**RISK OF LOSS - THERE IS NO GUARANTEE THAT RECOMMENDED INVESTMENTS OR THE INVESTMENT STRATEGIES DISCUSSED HEREIN WILL BE SUCCESSFUL. INVESTING IN SECURITIES INVOLVES THE RISK OF LOSING MONEY, AND CLIENTS SHOULD BE PREPARED TO BEAR THE LOSS OF ALL OR A SIGNIFICANT PORTION OF THEIR INVESTED MONEY.**

## **ITEM 7: CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

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Only the PMT of RWM serve as portfolio managers for the Program. The IAR is responsible for gathering all information provided by clients. The IAR will interview and work with clients to gather all information needed relative to their investment objectives and needs in order to provide management services through the Program. A client is responsible for promptly contacting the IAR to notify RWM of any changes to the client's financial situation that will impact or materially influence the way the RWM manages the client's account(s).

Since RWM does not use any outside portfolio managers, the Firm does not share your information with any outside portfolio managers.

## **ITEM 8: CLIENT CONTACT WITH PORTFOLIO MANAGERS**

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RWM serves as the program sponsor and the portfolio manager, and there are no restrictions placed on a client's ability to contact and consult with RWM. Clients should contact the Firm directly with any questions regarding their account.

## **ITEM 9: ADDITIONAL INFORMATION**

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### **DISCIPLINARY INFORMATION**

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

### **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

RWM does not have any arraignments with material third parties, however RWM personnel may be licensed insurance agents. Personnel who are insurance licensed may have incentive to recommend insurance products for which they would receive additional compensation. Although clients are under no obligation to purchase insurance products recommended by RWM IAR's, in their separate capacity as insurance agents, RWM IAR's are able to offer such products should the need arise. When insurance products are purchased, commissions are paid to the IAR in their separate capacity as an insurance agent. To mitigate this conflict of interest and consistent with RWM's fiduciary duty, our IAR's strive to recommend insurance products to only those clients that need new or additional policies. Commissions earned for selling insurance products are always separate from advisory fees charged by RWM. Due to our fiduciary status, recommendations will only be made in the client's best interest and (i) the client has the right to decide whether or not to act on the advice being offered and (ii) if a client does opt to act upon the advice, the client has the right to affect an insurance transaction with any insurance agent of their choice.

## **CODE OF ETHICS**

RWM has adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Firm and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code. The Code of Ethics covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code of Ethics, review and enforcement processes, amendments to Form ADV and supervisory procedures. RWM will provide a copy of the Code of Ethics to any client or prospective client upon request.

## **PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

RWM or individuals associated with RWM may buy or sell securities identical to those recommended to clients for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security, which may also be recommended to a client. Under the Firm's Code of Ethics, RWM and its managers, members, officers and employees may invest personally in securities of the same classes as are purchased for clients and may own securities of the issuers whose securities are subsequently purchased for clients. If an issue is purchased or sold for clients and any of RWM, managers, members, officers and employees on the same day purchase or sell the same security, either the clients and RWM, managers, members, officers or employees shall receive or pay the same price, or the clients shall receive a more favorable price. RWM and its managers, members, officers and employee may also buy or sell specific securities for their own accounts based on personal investment considerations, which the Firm does not deem appropriate to buy or sell for clients.

## **PERSONAL TRADING**

The Chief Compliance Officer reviews all employee trades each quarter (except for his/her own trading activity that is reviewed by another principal or officer of the Firm). The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the Firm receive preferential treatment.

## **REVIEW OF ACCOUNTS**

IARs will conduct periodic reviews of client accounts. IARs may meet with clients as frequently as is agreed upon or as is requested by the client or IAR. In most cases, a meeting of some kind will occur at least annually. IARs must extend to clients the opportunity to discuss their account(s) on at least an annual basis. At this meeting, or at other times as appropriate, the IAR should note any updates or changes to a client's financial situation, goals and objectives. A Firm principal periodically reviews Program accounts to identify issues or activity which may require further research and/or action.

**CLIENT REFERRALS AND OTHER COMPENSATION**

The Firm receives client referrals which may come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The Firm does not compensate referring parties for these referrals.

**REFERRALS TO THIRD PARTIES**

RWM does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

**FINANCIAL INFORMATION**

RWM does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.