

Invicta Advisors, LLC.

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This Brochure provides information about the qualifications and business practices of Invicta Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at 412-287-4646 or aat@invictacapital.us. 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.

Invicta is a registered investment adviser. Registration of an Investment Adviser does not imply a certain level of skill or training.

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

Item 2 – Material Changes

This filing is the first for Invicta Advisors, LLC. therefore no changes have been made.

Item 3 - Table of Contents Item

1 – Cover Page.....	1
Item 2 – Material Changes	2
Item 3 -Table of Contents.....	3
Item 4 – Advisory Business.....	4
Item 5 – Fees and Compensation.....	4
Item 6 – Performance-Based Fees and Side-By-Side Management.....	6
Item 7 – Types of Clients.....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	6
Item 9 – Disciplinary Information.....	7
Item 10 – Other Financial Industry Activities and Affiliations.....	7
Item 11 – Code of Ethics	8
Item 12 – Brokerage Practices	8
Item 13 – Review of Accounts	8
Item 14 – Client Referrals and Other Compensation	9
Item 15 – Custody.....	9
Item 16 – Investment Discretion.....	9
Item 17 – Voting Client Securities.....	9
Item 18 – Financial Information.....	9

Item 4 - Advisory Business

The following pages describe Invicta Advisors, LLC. services, fee arrangements, and business practices.

Aimee A. Toth owns 100% of Invicta Advisors, LLC.

We advise customers in several ways. One or more of the following options can be chosen.

1. We write Financial Plans after speaking with the customer. A questionnaire may also be utilized to collect your pertinent information.
2. We give financial advice to customers. This is done by analyzing your current investments and discussing your willingness to accept risk. We may also consider the amount of tax you pay each year. Then, we may suggest other investments and may explain why the proposed changes should be made. Since we are also registered representatives licensed to make trades, we may offer to place trades for you. We may earn a commission on these trades. How we are paid is outlined in Item 10.
3. We help to manage our customers' investments for a fee. Before we can make any adjustments to your investments, you must first grant us the authority to do so. You may have to pay a commission for the recommended trades. If you grant us permission to do the trade for you, we may earn the commission. You can tell us what kinds of investments to use; you can also tell us what we should not invest in. All changes to your account will be reported on your regular statements.

Item 5 - Fees and Compensation

1. If you choose to receive a written Financial Plan, we may negotiate our charges with you. We determine our costs by looking at several things. First, we decide how much information we must evaluate. Second, we determine how much research must be done, and third, how long it will take us to write the report.
2. We may agree to do a Financial Plan for you at no charge. This may occur if you are an established customer currently paying for other services, or we may waive the fee if we have earned commissions by doing trades for you.
3. We may also charge you if you want us to review and update a plan we wrote for you in the past.
4. When we provide you specific advice on your investments, we may charge you no more than \$500 per hour. This fee can be negotiated, and must be paid at the end of the meeting. The advice we give you may also cover any or all of the following areas:
 - a. Business Planning
 - b. Children's Education

- c. Retirement Planning
- d. Estate Planning
- e. Conserving your money and other valuable assets
- f. Tax planning

5. When we manage your investments for you, we are typically paid a percentage of the value of the assets we manage. This fee can be no more than 1.5% a year. We will bill the amount of fee to you either on a monthly basis or a quarterly basis. You may pay this bill one of two ways:

- a. You pay the invoice that may be sent to you.
- b. This fee is deducted from the funds you have in your account(s).

If you start the plan in the middle of a period, you may only have to pay for the number of days remaining in that period. You may have to pay for a full period when you transfer your funds from another manager. This amount will be a part of the agreement that you sign.

If you find an error in your billing statement, please call us at 412-287-4646. After review, if we agree that an error has occurred, we will correct the error by making either a credit or debit to your account. We will send you a letter to explain what we did. You must inform us or your adviser of the error no later than April 15 of the year following the year in which the error occurred. If you notify us or your advisor after the above date, the error will not be corrected.

We will charge your account immediately if we discover that your account was under billed. We will send you a letter to explain the mistake. We must do this within 60 days of the date in which the original charge was assessed.

6. Some of us are Registered Representatives. We may earn a commission by selling you investments and other products. This is discussed in detail in Item 10.

7. You may be charged a commission to purchase a mutual fund, ETF, variable annuity or other product. Your representative will tell you how much the commission will be. He or she will also detail the amount the mutual fund, variable annuity, ETF or other product. charges for other expenses.

8. We may charge you a set-up fee to establish an account with Invicta Advisors, LLC. This fee may be as high as \$100 per account with a maximum fee of \$200 per household.

9. Trading, brokerage and custodial fees charged by the client's third party broker-dealer and custodian are separate from management fees charged by Invicta Advisors, LLC. In addition, clients will incur certain charges imposed by third parties other than by Invicta Advisors, LLC in connection with investments made through a by Invicta Advisors, LLC account, including but not limited to, mutual fund sales loads, 12b-1 fees and surrender charges,

IRA and qualified retirement plan fees. Investment Advisory Fees charged by by Invicta Advisors, LLC are separate and distinct from the fees and expenses charged by investment company securities that are recommended to clients. A description of these fees and expenses are available in each investment company security's prospectus.

10. Invicta Advisors representatives have the ability to utilize annuities in their client portfolios.

12. You should call us at 412-287-4646 if you have questions.

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

Invicta does not collect Performance-Based Fees.

Item 7 - Types of Clients

We work with the following kinds of clients:

- ◆ Individuals,
- ◆ Pension and Profit Sharing Plans,
- ◆ Trusts,
- ◆ Estates,
- ◆ Charitable Organizations,
- ◆ Corporations, and
- ◆ Other Business Entities.

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

When we work with you, we use a long-term outlook. The fundamental risk in all investments is that it is possible that when you need to use the funds, they will be worth less than your original investment. Based on history, the longer your money is invested, the less chance there is that you will lose money.

Our analysis of your current investments and our ongoing analysis of your investments uses information that we learn from the following sources:

- a. Financial Newspapers and Magazines
- b. Research reports from economists and other financial industry experts
- c. Services that rate investments and Bonds
- d. Company annual reports
- e. Corporate filings with the U.S. Securities and Exchange Commission
- f. Company Press Releases
- g. Financial Industry Newsletters
- h. Handouts from Professional Seminars
- i. Discussions with product wholesalers
- j. Marketing Material from Product Sponsors

- k. Industry meetings
- m. Other Resources

Investing in securities involved risk of loss that you should be prepared to bear.

We do not use a specific investment strategy or method of analysis. Rather, we use all of the information sources plus our own experience and our discussions with you to make our recommendations.

Some of our advisors may use a form of technical analysis to advise you when to make changes in your investments. They may use mathematical formulas and computerized analysis. They will explain how the program works and why they suggest you should use it.

We may recommend you use a particular investment program from a vendor. The vendor may use a particular strategy. In that case, we will give you a prospectus and other literature that describes what that strategy is. We will also help you to understand how this strategy works and why it may be good for you to use.

Item 9 - Disciplinary Information

There have been no disciplinary events of either our managers or the Company.

Item 10 - Other Financial Industry Activities and Affiliations

Many of our advisers are also registered representatives of Invicta Capital LLC. This allows us to place trades to purchase and sell other financial products on behalf of our customers. This usually requires that you pay a commission. We will always tell you when we will be earning a commission from Invicta Capital, LLC. We will also advise you of the amount of the commission—it can vary depending on what you are transacting. Some of us also may recommend that you do your purchases and sales through the online services of a custodial firm.

We also have attorneys and other specialists who we may recommend to you. They can help you to set up a Trust, establish a new business, or settle an estate. We may also recommend that you use an accountant or other tax specialist and may give you several recommendations.

Many of the advisers are also licensed to sell insurance products. The insurance product may generate a commission to the insurance agent who is also an adviser. Insurance products offered can be but are not limited to: life insurance, annuities, indexed annuities, health insurance, automobile insurance, disability insurance, long term care insurance, other property and casualty insurance.

Some of the advisers are also professionals of other businesses. These businesses could be but are not limited to: Certified Public Accountant (CPA), attorney, Certified Financial Planner (CFP®), Chartered Life Underwriter (CLU®), Chartered Financial Consultant (ChFC®), Personal Financial Specialist (PFS®), tax advisor/tax preparation, real estate agent, paralegal, teacher/professor, mortgage related services, notary, trust related services, Investment Advisor

Representative (IAR) of a Registered Investment Advisor (RIA) not related to or affiliated with Invicta Advisors LLC.

Invicta advisor representatives may suggest that you use an “allocation program,” wrap program, or some other service that offers to manage your money. Usually, these programs charge you for this service. The charge is a percentage of the money you have under management in their program. For instance, if you give them \$100,000 and the fee they charge is 1.5% per year, then the charge would be \$1,500 per year to manage your money. This charge is usually taken once each quarter, though it could be monthly, from the money that you have given them. In the example above, the manager would take \$375 out of your account four times a year. The quarterly fee is determined by the value of your account either at the beginning, the end or a time weighed calculation that the manager is charging you. You are not required to use any of the investment programs or services that we recommend.

Item 11 - Code of Ethics

We have a Code of Ethics that holds us to certain standards when we recommend stocks and other investments to you. It is our policy to conduct our business in full compliance with securities law and other relevant regulations. Our representative will tell you if he or she owns the investment that he or she is recommending to you. He or she will also tell you if they have any other financial interest or incentive to recommend the investment. A copy of the Code of Ethics will be provided to you at account opening and may be requested at any time thereafter.

Item 12 - Brokerage Practices

Invicta Advisors, LLC does not provide any proprietary research to any of its customers. Invicta Advisors, LLC is not connected with any soft dollar arrangements, meaning that our representatives do their own independent analysis using public information that anyone can find or purchase. The same is true when an advisor may suggest that you use a specific custodian.

It is our policy to make all trades in the same investment together to reduce the overall costs to our customers. This is called aggregating trades. Occasionally a trade will not be aggregated. This does not result in an increased cost to our customer.

Persons associated with Invicta Advisors, LLC. may also be registered representatives of Invicta Capital LLC a broker/dealer registered with the SEC, FINRA and various state regulatory agencies. A registered representative of Invicta Capital LLC may receive a commission in mutual funds, equities, bonds, variable annuities and other investment products on behalf of clients, who may or may not have an advisory fee agreement with Invicta Advisors, LLC. This relationship may create a conflict of interest as an investment advisor representative may also receive commissions as a registered representative of Invicta Capital LLC.

Item 13 - Review of Accounts

Your adviser will offer at least once a year, or more often if you request, a review of your accounts, financial plan or any other services you have chosen to engage with your advisor. He

or she will discuss with you the fee for this service before making the appointment to meet with you.

Item 14 - Client Referrals and other compensation

Occasionally, we may pay a fee to another professional for referring a customer to us. We will tell you if we do so and how much we paid.

Item 15 - Custody

Invicta does not hold any of your funds or investments. Rather, these funds and investments are held by qualified custodians. These other companies will send you regular statements showing the activity with the funds and investments that they are holding for you. We usually also get a copy of the same statement. You should review the statement when you receive it, and call us if something does not appear to be correct.

Item 16 - Investment Discretion

All of our customer accounts are managed on a discretionary basis. That means that you give us the authority to purchase and sell investments in your account without your approval. You must sign an agreement allowing us to do this. We do not have authority to sign any documents for our customers. We also do not take possession of any of your money or investments. You can decide the type and amount of investments made for your account.

Item 17 - Voting Client Securities

We do not vote customer securities. You will receive proxies and related material directly from the custodian or transfer agent. You may contact us to discuss this material.

Item 18 - Financial Information

We are not required to provide our financial information to our clients because we do not:

- Require the prepayment of more than \$1,200 in fees and six or more months in advance,
- or
- Take custody of client funds or securities, or
 - Have a financial condition that is likely to impair our ability to meet our commitments to you.