

**Part 2A of Form ADV: Firm Brochure  
Item 1: Cover Page  
January 2018**



**RHS Financial, LLC  
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**Firm Contact:  
Risley Sams  
Chief Compliance Officer**

This brochure provides information about the qualifications and business practices of RHS Financial, LLC. If you have any questions about the contents of this brochure, please contact us by telephone at 415-495-2900 or email [risley@rhsfinancial.com](mailto:risley@rhsfinancial.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.

Additional information about RHS Financial, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The CRD Number for RHS Financial is 149435.

Please note that the use of the term "registered investment adviser" and description of RHS Financial, LLC and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise you for more information on the qualifications of our firm and our employees.

## Item 2: Material Changes

RHS Financial, LLC is required to advise you of any material changes to the Firm Brochure ("Brochure") from our last annual update. Since our last annual amendment filed on January 20<sup>th</sup>, 2017, we have begun the process of converting from state to SEC registration.

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## Item 4: Advisory Business

### Advisory Firm

RHS Financial, LLC has been providing investment advisory services since 2009. Risley Sams is the founder, President and sole owner of the firm. Risley Sams has been in the financial services industry since 2002 working with the same types of clients as he currently serves. See the “*Educational and Business Background*” section at the end of this brochure for more information on Risley Sams and his qualifications.

### Advisory Services

❶ RHS Financial provides asset management services.

As of December 31, 2017, RHS Financial has \$100,290,000 of assets under management on a discretionary basis, and \$5,600,000 of assets under management on a non-discretionary basis.

Services are based on the individual needs of the client. An initial interview and data gathering questionnaire is undertaken to determine the client's financial situation and investment objectives, and to give the client the opportunity to impose reasonable restrictions on the management of the account. Clients have the ability to leave standing instructions with the IA Rep to refrain from investing in particular securities or types of securities, or invest in limited amounts of securities. The IA Rep will contact or attempt to contact the client annually on these matters. It is the client's responsibility to notify the IA Rep at any time there are changes. Clients may call in at any time during normal business hours to discuss directly with the IA Rep about the client's account, financial situation, or investment needs. Clients will receive from the custodian/brokerage firm timely confirmations and at least quarterly statements containing a description of all transactions and all account activity. The client will retain rights of ownership of all securities and funds in the account to the same extent as if the client held the securities and funds outside the program. In addition to custodial statements, RHS Financial sends quarterly reports to the client.

❷ RHS Financial provides Financial Plans consistent with the individual client's financial and tax status and risk/reward objectives. Planning may be comprehensive or segmented and focus on investments, taxes, and/or estate plans. In general, these financial plans are provided for free as long as the client is part of our asset management program. Additionally, Adviser may provide clients with financial planning and investment consulting services for an hourly fee or a fixed fee. Please see the Fees and Compensation section of this brochure for more details.

## Item 5: Fees & Compensation

Fees for our asset management program are computed at an annualized percentage of assets under management on a sliding scale.

Assets Under Management	Annual Advisory Fee
\$0- \$500,000	1.00%
\$500,000 - \$1,000,000	0.95%
\$1,000,000 - \$2,500,000	0.90%
\$2,500,000 - \$5,000,000	0.80%
Over \$5,000,000	0.70%

These fees are for advisory services only and do not include any transaction fees or commissions, which may be charged separately by the broker/dealer custodial firm. See the Item 12: “Brokerage Practices” for more information.

Our firm’s fees are billed on a pro-rata annualized basis quarterly in advance based on the last day of the previous quarter. You will be billed on the aggregate value of the accounts held at Charles Schwab & Co. Inc. or the aggregate value of the accounts held at Interactive Brokers. The first payment for our asset management program will be due after assets are placed with the custodian, and will be assessed at the beginning of the first full month the assets are placed with the custodian. Subsequent payments are due and will be assessed on the first day of each quarter based on the starting month.

Fees are negotiable and will be deducted from your managed account. In rare cases, we will agree to direct bill clients. As part of this process, you understand and acknowledge the following:

- a) Your independent custodian sends statements at least quarterly to you showing the market values for each security included in the Assets and all disbursements in your account including the amount of the advisory fees paid to us;
- b) You provide authorization permitting us to be directly paid by these terms. We send our invoice directly to the custodian;
- c) If we send a copy of our invoice to you, a legend urging you to compare information provided in our statement with those from the qualified custodian will be included.

Client authorizes the custodian holding client funds and securities to deduct RHS Financial advisory fees direct from the client account in accordance with statements prepared and submitted to the custodian by RHS Financial. The custodian will provide periodic account statements to the client. Such statements will reflect all fee withdrawals by RHS Financial. Our firm suggests that clients periodically check the accuracy of fee calculations, but it is ultimately the responsibility of RHS Financial to properly calculate the fees we charge. The custodian will not determine whether the fee is properly calculated.

Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our firm’s advisory fees and will be disclosed by the chosen custodian. Clients may also pay charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund’s prospectus (i.e., fund management fees, initial or deferred sales charges, mutual fund sales

loads, 12b-1 fees, surrender charges, variable annuity fees, IRA and qualified retirement plan fees, and other fund expenses). Our firm does not receive a portion of these fees.

Fees are not collected for services to be performed more than six months in advance.

For our asset management program, services will continue until either party terminates the Agreement with written notice.

If termination occurs prior to the end of a calendar quarter, a pro-rata refund of unearned fees will be made to the client. Management fees shall not be prorated for each capital contribution or withdrawal made during applicable calendar quarter.

For Financial Plans, the client may terminate the Agreement at any time and a refund of the unearned fees will be made based on time and effort expended before termination. The Agreement for Financial Plans terminates upon delivery of the plan or services. At this time no refunds will be made.

The Advisory Agreement contains a pre-dispute arbitration clause. Client understands that the agreement to arbitrate does not constitute a waiver of the right to seek a judicial forum where such a waiver would be void under the federal securities laws. Arbitration is final and binding on the parties.

#### **Item 6: Performance-Based Fees & Side-By-Side Management**

RHS Financial does not charge performance-based fees, which are based on capital gains in the client account.

We may receive increased compensation with regard to unrealized appreciation as well as realized gains in the account. This will not be additional compensation based on performance.

In regards to performance-based compensation, the fee arrangement may create an incentive for us to make investments that are riskier or more speculative than would be the case in the absence of a performance-based fee. Performance based compensation may create an incentive to favor accounts paying the highest fees in the allocation of investment opportunities. RHS Financial has a duty and written supervisory procedures to treat all clients fairly and to avoid conflicts of interest.

#### **Item 7: Types of Clients & Account Requirements**

RHS Financial provides advisory services to individuals, pension and profit sharing plans and other ERISA accounts, trusts, estates, and business entities.

Generally, the minimum account size is \$500,000, subject to a minimum annual fee of at least \$1,000 annually. The minimum fee would increase the maximum percentage rate paid on smaller accounts to more than 1% annualized as shown on the standard fee schedule. However, in no case would the fee exceed 2% per year. Multiple accounts from the same client may be aggregated into a "household" to meet the account minimum stated above.

## Item 8: Methods of Analysis, Investment Strategies & Risk of Loss

Investing in securities involves the risk of loss that client should be prepared to bear. Analysis utilized by RHS Financial includes charting, fundamental, technical, and cyclical. RHS Financial uses asset allocation strategies for portfolio management strategy.

By its nature, financial planning looks to the long-term. After the client's short-term cash needs and emergency fund is evaluated, investment strategies are designed to help the client achieve his or her financial goals. Casualty insurance (e.g. homeowner's, auto, liability, etc.) is reviewed only at the client's request, and would be provided by an outside casualty firm.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, clients should read the prospectus in full.

RHS Financial is disclosing those risks and opportunities for our investment strategy or for particular types of securities used.

- Debt securities are subject to interest rate risk.
- Stock investments, individual securities and Mutual Funds.
- High yield securities are corporate debt securities rated below investment grade...
- By timing the buys and sells, we endeavor to control the risks. Timing the markets has its own set of risks and can have both positive and negative effects on performance.
- There are tax consequences for short-term trading wherein capital gains are taxed as ordinary income.
- Our investment style is a diversified approach based on asset allocation, however, as there is risks in all investments it is impossible to diversify away market risk.
- Auction Rate Securities are floating rate debt securities (long-term variable-rate corporate or municipal bonds) tied to short-term interest rates. ARS have a long-term nominal maturity with interest rates reset through an auction process ("Dutch auction")
- Structured products are a basket of investments that combine the upside potential of equity with the downside protections of fixed income. Structured products are complex and difficult for the average investor to understand. Structured products are used to hedge and speculate and also pose a risk to principal.

## Item 9: Disciplinary Information

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its management personnel. RHS Financial does not have any disclosure items.

## Item 10: Other Financial Industry Activities & Affiliations

Our firm is not registered, nor does it have an application pending to register, as a broker-dealer, registered representative of a broker dealer, investment company or pooled investment vehicle, other

investment adviser or financial planner, futures commission merchant, commodity pool operator, commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer or a sponsor or syndicator of limited partnership, or an associated person of the foregoing entities.

Our firm does not recommend or select other investment advisers for our clients.

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading**

### **Code of Ethics**

RHS Financial maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel; requires compliance with federal securities laws; and, addresses conflicts that arise from personal trading by advisory personnel. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at RHS Financial must acknowledge the terms of the Code of Ethics annually, or as amended. Clients may request a copy of the Code of Ethics.

### **Participation or Interest in Client Transactions**

Neither our firm nor a related person recommends, buys or sells for client accounts, securities in which our firm or a related person has a material financial interest without prior disclosure to the client.

### **Personal Trading**

At times RHS Financial and/or its IA Reps may take positions in the same securities as clients, and we will try to avoid conflicts with clients. The firm and its IA Reps will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades. We will not violate our fiduciary responsibilities to our clients. Scalping (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

### **Compliance with Department of Labor Fiduciary Rule**

Our firm provides investment advice to assets affected by the Department of Labor (“DOL”) Fiduciary Rule for a level fee. As such, we abide by the Impartial Conduct Standards as defined by the DOL. To comply with these standards, our firm and our advisors give advice that is in our clients’ best interest, charge no more than reasonable compensation (within the meaning of ERISA Section 408(b)(2) and Internal Revenue Code Section 4975(d)(2), and make no misleading statements about investment transactions, compensation, conflicts of interest, and any other matters related to investment decisions.



As a level-fee fiduciary, we maintain a non-variable compensation structure that is provided on the basis of a fixed percentage of the value of assets or a set fee that does not vary with the particular investment recommended, as opposed to a commission or other transaction based fee.

## Item 12: Brokerage Practices

### Selection or Recommendation of Broker/Dealers

RHS Financial does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see *Item 15 – Custody*, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker/dealer or bank. We recommend that our clients use either Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, or Interactive Brokers, Inc., also a registered broker-dealer, member SIPC as the qualified custodian(s). We are independently owned and operated and are not affiliated with Schwab or Interactive Brokers. Schwab or Interactive Brokers will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab or Interactive Brokers as custodian/broker, you will decide whether to do so and will open your account with Schwab or Interactive Brokers by entering into an account agreement directly with one or both of them. We may assist you in opening an account at either one of our recommended custodians. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab or Interactive Brokers, although it is extremely unlikely, we can still use other brokers to execute trades for your account as described below (see “*Your Brokerage and Custody Costs*”).

We seek to use a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate their prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients

RHS Financial is not affiliated with Schwab Institutional. IA Reps of our firm are not registered representatives of Schwab Institutional and do not receive any commissions or fees from recommending these services.

## **Soft Dollar Practices**

RHS Financial may receive compensation from a brokerage firm in the form of research, products or services ("soft dollars"). When a firm uses client brokerage commissions to obtain soft dollars, the firm receives a benefit by not having to produce or pay for such items. A firm may have an incentive to select or recommend a broker/dealer based on soft dollars received, rather than best execution for the client.

RHS Financial may receive soft dollar compensation from Charles Schwab for research services to include reports.

RHS Financial understands its duty for best execution and considers all factors in making recommendations to clients. These research services may be useful in servicing all RHS Financial clients, and may not be used in connection with any particular account that may have paid compensation to the firm providing such services. While RHS Financial may not always obtain the lowest commission rate, RHS Financial believes the rate is reasonable in relation to the value of the brokerage and research services provided.

## **Client Referrals From Brokers**

RHS Financial will generally maintain an existing broker/dealer relationship when the client is referred to RHS Financial. In maintaining the existing broker/dealer relationship, a conflict of interest may exist in obtaining best execution by RHS Financial on behalf of the client. A conflict of interest may exist in obtaining future referrals from a broker/dealer if RHS Financial did not maintain these existing relationships. Where the client is not referred by an existing broker/dealer, RHS Financial recommends a broker/dealer with competitive commission rates.

## **Directed Brokerage**

Client may direct brokerage to a specified broker/dealer other than the firm recommended by RHS Financial. It is up to the client to negotiate the commission rate, as RHS Financial will not. The client may not be able to negotiate the most competitive rate. As a result, the client may pay more than the rate available through the broker/dealer used by RHS Financial. In client directed brokerage arrangements, the client may not be able to participate in aggregated ("blocked") trades, which may help reduce the cost of execution. Where the client does not otherwise designate a broker/dealer, RHS Financial recommends a broker/dealer with competitive commission rates.

## **Trade Aggregation**

While individual client advice is provided each account, client trades may be executed as a block trade. The Advisor encourages its existing and new clients to use the Advisor's "lead custodian." Only accounts in the custody of the lead custodian would have the opportunity to participate in aggregated securities transactions. All trades using the lead custodian will be aggregated and done in the name of the Advisor. The executing broker will be informed that the trades are for the account of the Advisor's clients and not for the Advisor itself. No advisory account within the block trade will be favored over any other advisory account, and thus, each account will participate in an aggregated order at the average share price and receive the same commission rate. The aggregation should, on average, reduce slightly the costs of execution, and the Advisor will not aggregate a client's order if in a particular instance the Advisor believes that aggregation would cause the client's cost of execution to be increased. The Custodian will be notified

of the amount of each trade for each account. The Advisor and/or its IA Reps may participate in block trades with clients, and may also participate on a pro rata basis for partial fills, but only if clients receive fair and equitable treatment.

### Item 13: Review of Accounts or Financial Plans

Our asset management program accounts are reviewed at a minimum of once per quarter. Market conditions that might cause a wide variance in the specified asset allocation, or other factors could cause a more frequent review.

The financial plan is a snapshot in time and no ongoing reviews are conducted. We recommend clients engage us on an annual basis to update the financial plan.

All clients receive standard account statements from investment sponsors and brokerage firms. Our asset management program clients receive a written quarterly performance report from RHS Financial.

### Item 14: Client Referrals & Other Compensation

#### **CHARLES SCHWAB & CO., INC.**

Our firm receives economic benefit from Schwab in the form of the support products and services made available to our firm and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described above (*see Item 12 – Brokerage Practices*). The availability of Schwab's products and services is not based on our firm giving particular investment advice, such as buying particular securities for our clients.

#### **Referral Fees Received**

RHS Financial may recommend third parties, such as CPAs and attorneys, to clients for non-advisory professional services when we deem it to be in the client's best interest. In turn, these third parties may also recommend our firm to their clients then they deem it to be in their clients' best interest. Neither our firm nor any of the third parties it recommends are compensated for this arrangement.

In instances of a "wrap fee" program, clients will receive a Wrap Fee Brochure (Form ADV Part 2A Appendix 1) disclosures. The regulatory filing of the brochure is prepared by the outside money manager.

### Item 15: Custody

The SEC issued a no-action letter ("Letter") with respect to the Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our custodians:

- The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
- The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client's qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian. Client is urged to compare custodial account statements against statements prepared by RHS Financial for accuracy. Minor variations may occur because of reporting dates, accrual methods of interest and dividends, and other factors. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations. The custodial statement is the official record of your account for tax purposes.

#### Item 16: Investment Discretion

RHS Financial maintains full discretion under a limited power of attorney as to the securities and amount of securities. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

RHS Financial will not have authority to withdraw funds or to take custody of client funds or securities, other than under the terms of the Fee Payment Authorization clause in the Agreement with the client.

RHS Financial does have the ability to discount brokerage commissions.

RHS Financial may "trade away" for bond transactions in order to seek best execution. The bonds will be custodied at the broker/dealer designated by the client under a prime brokerage arrangement.

#### Item 17: Voting Client Securities

RHS Financial does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

## Item 18: Financial Information

An investment advisor must provide financial information if a threshold of fee prepayments is met; there is a financial condition likely to impair the ability to meet contractual commitments; or, a bankruptcy within the past ten years. RHS Financial does not have any disclosure items in this section.