

# Wing Financial Inc.

## Firm Brochure - Form ADV Part 2A

*This brochure provides information about the qualifications and business practices of Wing Financial Inc. If you have any questions about the contents of this brochure, please contact us at (949) 209-9584 or by email at: John@wing.app. 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 Wing Financial Inc. is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Wing Financial Inc.'s CRD number is: 333826.*

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*Registration as an investment adviser does not imply a certain level of skill or training.*

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## **Item 2: Material Changes**

This brochure represents the initial filing of Wing Financial Inc. with the SEC, and therefore, there are no prior material changes to disclose.

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## **Item 4: Advisory Business**

### **A. Description of the Advisory Firm**

Wing Financial Inc. (hereinafter “WFI”) is a corporation organized in the State of Delaware. The firm was formed in November 2021, and the principal owners are John Sharpe and Sean Wing.

### **B. Types of Advisory Services**

#### ***Tech Enabled Financial Planning Platform Services***

WFI provides tech enabled financial planning platform services for its Members (“Members”) through its mobile application and website. The subscription includes: 1) automated financial guidance based on activated “life experiences”, and 2) education regarding financial planning.

#### **Automated Financial Guidance**

Members provide information about themselves, their investment goals, and their overall life goals. WFI will formulate financial planning guidance based on this information. WFI will consider the following aspects of a Member’s situation: assets and liabilities, financial goals, lifestyle preferences, applicable time horizons, income-based scenarios, investment risk preferences, and personality traits. Proposed financial planning guides – which are furnished by WFI’s proprietary algorithm – will provide personalized guidance that adheres to a fiduciary standard, including guidance for savings, money management, asset allocation, and funding. Each planning guide provided by WFI is based solely upon information provided by the Member. As a result, the planning guide relies on accuracy and completeness of the information provided by the Member.

#### **Member Content**

In addition to tailored planning guides for each activated “experience”, members will occasionally receive Insights that are based on activated experiences. Insights are delivered in the Home feed and within the Experience module. Additionally, subscribers (Members) can receive creative content, such as video interviews or updates, within their in-app Home feed.

#### **Portfolio Management Access**

Members are able to open a separate portfolio management account within the application. This will enable the Member to invest into a partner RIA model portfolio strategy that is tailored to their profile.

#### ***Written Acknowledgement of Fiduciary Status***

When we provide investment guidance to you regarding an activated Experience

within your Experience Portfolio, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money may create some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when providing investment guidance (give prudent advice);
- Never put our financial interests ahead of yours when making guidance or recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

### **C. Client Tailored Services and Client Imposed Restrictions**

WFI will provide an in-app planning guide for each individual Member. A set minimum number of questions for each experience must be answered in order to generate a planning guide. WFI may use model allocations together with a specific set of guidance for each Member based on their personal restrictions, needs, and targets. Members may not impose restrictions on guidance or types of guidance in accordance with their values or beliefs.

### **D. Wrap Fee Programs**

The Firm acts as a sponsor and/or portfolio manager for certain wrap fee programs. Under these programs:

- The Firm provides portfolio management services.
- Members pay a single comprehensive fee (the "wrap fee") for advisory services, brokerage transactions, and custody costs.
- Wrap fee programs may offer certain benefits, including simplified fee structures and minimized transaction costs for active traders.
- Members should be aware that the wrap fee may be higher than the combined cost of purchasing the services separately. Additionally, because transaction costs are included in the wrap fee, the Firm may have an incentive to minimize trading activity in Member accounts to reduce costs borne by the Firm.
- Potential Conflicts of Interest
- Trading Incentives: The Firm's compensation under the wrap fee arrangement creates a potential conflict of interest because it may benefit financially from placing fewer trades in Member accounts.
- Limited Services: Wrap fee programs may restrict the universe of investments available to Members, potentially excluding certain securities or strategies that

could otherwise be suitable for their portfolios.

#### **Additional Information**

More details about the Firm's wrap fee programs, including their costs, services provided, and any potential conflicts of interest, can be found in the Wrap Fee Program Brochure (Appendix 1 to this document). Members considering a wrap fee program should carefully review this document before participating.

### **E. Assets Under Management**

WFI has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	December 2024

## **Item 5: Fees and Compensation**

### **A. Fees**

**Wrap Program Fees.** Wing offers the Services through a wrap program (the "Wrap Program"). The Wrap Program bundles or "wraps" investment advisory, brokerage, and custodial services together and charges a single fee based on the value of certain eligible assets under management ("Eligible AUM") which allows you to pay a single fee for all services, as described below. The Wrap Program fee is not based upon transactions in a Member's account, but rather is a bundled fee, which includes the costs for advisory services, execution, clearance, custody and account reporting (the "Advisory Fee"). Your specific Advisory Fee will be determined by your Sub-Advisor and is clearly detailed in the Client Brochure and Form Customer Relationship Summary (the "Relationship Summary"), which can be accessed in the Wing App on your Team Page under Documents & Disclosures. The fixed fee is calculated as a percentage of your total deposits with Wing, net of withdrawals and liquidations but excluding market fluctuations ("Net Deposits"). Net Deposits are calculated from the date of inception of your account through the last day of the applicable billing cycle. The applicable percentage is then applied to your Eligible AUM value calculated based on the average daily market value of Eligible AUM in your portfolio over the applicable month.

The Wrap Program Fee consists of the Advisory Fee. The Wrap Program Fee does not include the Membership Fee or Other Fees (defined below) that you may be charged as applicable described below. The Wrap Program Fee is prorated and charged monthly, in arrears. For the first billing period of our advisory relationship, the Wrap Program Fee is calculated on a pro rata basis. In the event the Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding portion of the fee is charged to the Member.

**Membership Fees.** The Membership Fee, as described above, is three hundred and ninety-nine dollars per year (\$399/year). Wing Membership gives you exclusive access to all of Wing's automated financial planning and personal finance tools, additional financial guidance access, and access to investment products from Member's assigned Sub-Advisor. Wing may allow Members to pay a yearly Membership Fee that equates to a monthly Membership Fee discount, and may offer any other Membership Fee discount to members or prospective members at its sole discretion.

**Other Fees.** You understand that, in addition to equity securities of individual companies, Wing may invest in shares of money market funds, ETFs, and/or invest ETFs (or other securities used for hedging), for your Managed Account(s) in accordance with your Portfolio Plan. As a shareholder in these ETFs (and in any money market funds), you will bear a share of the management and other expenses of such ETFs as disclosed in each ETF's prospectus. These expenses are charged by the ETF's managers and service providers in the normal course of business and are reflected in the share value of the ETFs. The foregoing ETF expenses are separate and apart from your Wrap Program Fee. You will receive from us a notification when ETFs (or money market funds) are purchased for your Managed Account(s). You agree that it is your responsibility to read the applicable prospectuses in connection with your decision to invest.

Additionally, you may incur certain other charges imposed by third party financial institutions. These additional costs may include but are not limited to custody fees, paper statement fees, bounced check fees, transfer taxes, wire transfer, electronic fund fees, and any fees or expenses charges by our participating Partners. All other fees referred to this Section are "Other Fees." Wing does not receive any portion, either directly or indirectly, of these Other Fees.

#### **D. Prepayment of Fees**

WFI collects fees in advance. Refunds on fees paid in advance but not yet earned will be refunded on a prorated basis.

#### **E. Outside Compensation For the Sale of Securities to Clients**

Neither WFI nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

WFI does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a Member.

## **Item 7: Types of Clients**

WFI generally provides planning services to the following types of Members:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

There is no account minimum for any of WFI's services.

## **Item 8: Methods of Analysis**

WFI has developed proprietary algorithms to automatically monitor and evaluate Member accounts. The Firm's algorithms will utilize the user's stated information, including linked banking and investment account information, to determine personalized financial planning guidance that meets a fiduciary guidance standard.

WFI's investment guidance approach is high level, strategic asset allocation in order to help the Member minimize overall portfolio risk and increase diversification. WFI does not engage in market-timing or specific timing of certain sectors, asset classes, individual securities, or economic cycles. Asset allocation guidance is based upon generally accepted asset allocation tenets such as Modern Portfolio Theory, which are embedded within WFI's algorithms. All guidance considers 1) Member stated and linked information, including life goals, 2) risk vs. return characteristics, interest rates, inflation, and other economic factors. Members must understand that diversification does not ensure profit or protect against a loss in a declining market. There is no guarantee that any particular asset allocation guidance or mix of funds will meet their investment objectives or provide a given level of income or return.

WFI provides projections of investment outcomes in its planning guidance. Projections are estimates only and are based on certain economic factors, such as interest rates, inflation, a Member's finances, and other pertinent financial factors. As estimates, they are imprecise and hypothetical in nature, do not reflect actual investment results, and are not guarantees of future results. They are subject to change over time with updates to our algorithms and underlying assumptions and may be materially impacted by a Member's failure to update their personal and financial information.

WFI does not recommend investment strategies for individual securities. As a financial planning platform, WFI provides strategies related to asset allocation, risk tolerance and diversification across all asset classes.

Investing in securities involves the risk of loss that Members should be prepared to bear. While WFI provides recommendations based on analysis of Member needs, the performance of managed accounts depends on the sub-advisers we select. There is no guarantee that sub-advisers will achieve their objectives or returns. Additionally, our reliance on client-provided data and



automated tools may result in recommendations that are not fully aligned with client needs if the data is incomplete or inaccurate.

## **Item 9: Disciplinary Information**

WFI has no disciplinary information to report at this time.

## **Item 10: Other Financial Industry Activities and Affiliations**

### **A. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

John William Sharpe has a real estate broker license. However, John William Sharpe is not currently active in this business and will not offer services to WFI advisory clients.

### **B. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**

WFI does not utilize nor select third-party investment advisers.

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

### **A. Code of Ethics**

WFI has a written Code of Ethics as required by applicable securities laws. The code establishes a standard of business conduct expected of its supervised persons and provides specific guidance related to managing conflicts of interest. The code of ethics includes procedures to: 1) report any internal violations of the code, 2) review and approve securities transactions (if any) and holdings by supervised persons with access to Member information, and 3) prevent access to material nonpublic information about Wing's guidance and recommendations and any Member securities holdings or transactions by individuals who do not need the information to perform their duties. WFI's Code of Ethics is available free upon request to any Member or prospective Member.

## **B. Recommendations Involving Material Financial Interests**

WFI does not recommend that Members buy or sell any security in which a related person to WFI or WFI has a material financial interest.

## **C. Investing Personal Money in the Same Securities as Clients**

Representatives of WFI do not buy or sell securities for themselves nor for Members.

## **D. Trading Securities At/Around the Same Time as Clients' Securities**

Representatives of WFI do not buy or sell securities for themselves nor for Members.

# **Item 12: Brokerage Practices**

## **A. Factors Used to Select Custodians and/or Broker/Dealers**

WFI does not recommend brokers/custodians.

### ***1. Research and Other Soft-Dollar Benefits***

WFI does not trade Member's accounts and therefore receives no research, product, or services from a broker-dealer ("soft dollar benefits").

### ***2. Brokerage for Client Referrals***

WFI receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### ***3. Clients Directing Which Broker/Dealer/Custodian to Use***

WFI does not trade Member's accounts or recommend broker/custodians, and therefore does not direct brokerage.

## **B. Aggregating (Block) Trading for Multiple Client Accounts**

WFI does not trade Members' accounts and therefore does not have the ability to block trade purchases across accounts.

## **Item 13: Review of Accounts**

### **A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews**

The tech enabled financial planning platform will auto-generate financial planning guides for each Member that is tailored to their personal lifestyle and goals. The planning guides are each specific to a Member's life experience. These planning guides are continuously available to the User and use conditional logic, thereby allowing each guide to change in case the user's financial situation or preferences change.

### **B. Factors That Will Trigger a Non-Periodic Review of Client Accounts**

Planning guides generated by the tech enabled financial planning platform do not undergo non-periodic review by WFI, although change pursuant to changes in the user's lifestyle or financial situation.

### **C. Content and Frequency of Regular Reports Provided to Clients**

The planning guides generated by the tech enabled financial planning platform are dynamic, meaning they are constantly up to date and change pursuant to changes in the user's lifestyle or financial situation. In addition to financial planning guides, the user will receive insights (similar to tips) that can help educate them on various financial options.

## **Item 14: Client Referrals and Other Compensation**

### **A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)**

WFI does not receive any economic benefit, directly or indirectly from any third party for advice rendered to WFI Members.

### **B. Compensation to Non - Advisory Personnel for Client Referrals**

WFI does not directly or indirectly compensate any person who is not advisory personnel for Member referrals.

### **Item 15: Custody**

WFI does not take custody of Member accounts at any time. Custody of Member's accounts is held primarily at the Member's custodian. Members will receive account statements from the custodian and should carefully review those statements for accuracy.

### **Item 16: Investment Discretion**

WFI does not have discretion over Member accounts at any time.

### **Item 17: Voting Client Securities (Proxy Voting)**

WFI will not ask for, nor accept voting authority for Member securities. Members will receive proxies directly from the issuer of the security or the custodian. Members should direct all proxy questions to the issuer of the security.

### **Item 18: Financial Information**

WFI has no financial information to disclose at this time.