

COMMONWEALTH PHARMA SECURITIES LLC
2016 OCEAN STREET
MARSHFIELD, MA 02050

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INTRODUCTION

Commonwealth Pharma Securities LLC (“CPS”) is a broker-dealer registered with the U.S. Securities and Exchange Commission and member of the Financial Industry Regulatory Authority (FINRA) and SIPC. We are not an investment advisor and do not provide investment advisory services, portfolio management, or advice or recommendations about your overall investment portfolio or types of account(s) you should have.

What is the difference between a Broker and Advisor, and how do fees differ? A traditional broker executes specific transactions on your behalf and gets paid per transaction. CPS is a Broker that acts as a placement agent for issuers of securities and does not have discretion over your account. You make the ultimate decision regarding your investment. An Advisor usually chooses investments for you and charges you based on your portfolio’s total value.

Our broker dealer business is narrowly focused on the sale of securities issued by the companies that we represent and secondary transactions in private securities. We are an issuer’s agent, which means that unless we have a written agreement with you to the contrary, we are not your agent and we do not give advice or make recommendations about specific securities, types of securities or investment strategies involving securities. To the extent that a solicitation or call to action is deemed to be a recommendation under U.S. law or regulation, you should be aware that we are inherently conflicted with your interests and you should consider seeking advice from an Investment Advisor or a Broker who will act as your agent.

Free and simple tools are available to research firms and financial professionals at FINRA Broker-Check located at brokercheck.finra.org, and FINRA at finra.org which also provides educational materials about Brokers, Dealers, Investment Advisers, and investing.

We are a Broker and a Dealer and do not provide advisory accounts and services.

Relationship and Services

Description of Services: We offer issuer services, exclusively through the sale of private placements and other exempt offerings under Regulations A and D for issuers we represent. We do not offer investment advice or recommendations. These offerings are illiquid, speculative, and high risk. They may not be suitable for you. The required minimum investment may be high. Many offerings are only available to accredited investors. Fees and expenses are higher than other investments. Other risks are described more fully in the offering materials for each investment. A particular risk to our business model is that we do not offer a diversified menu of private investments. We narrowly focus on offering securities of issuers for which we serve as placement agent, and the

scope of our product offering is therefore limited compared to a broker that is offering you recommendations or advice.

CPS may present investment opportunities consistent with an investor profile to the best of our knowledge. We may present these opportunities and supporting documentation provided by an issuer but do not make any endorsements or representations as to the accuracy or validity of the documentation.

CPS does not open customer accounts, hold customer assets, or offer investment strategies. We do not provide investment advice and don't make recommendations. Additionally, our firm does not hold any investor cash or securities, and securities offered by us often have no assessable market value, so our firm will not monitor the market value of your investment on an ongoing basis. Accredited Investors should have sufficient investor sophistication to understand the risks and rewards associated with private placements, and financial wherewithal to make independent investment decisions. When in doubt, seek the advice of an independent source.

Fees and Costs

CPS collects successful transaction-based fees from companies issuing securities ("Issuer"). These fees are paid to us by the Issuer when an investor makes an investment. Although investors do not pay us directly, the Issuer compensates us from a portion of the investment, in part the same way a residential real estate transaction may occur, with the seller paying a portion of the proceeds to the agent. In this scenario, CPS is the agent.

CPS receives compensation from the Issuer if there is a successful transaction. Compensation is usually a percentage of the investment typically between 3% and 10%. These fees vary depending on the Issuer, type of security, number and size of transactions, and nature of services. Since we are compensated by the Issuer when we serve as their agent, we may have a conflict of interest with investors in that we have an incentive to sell securities for which we stand to profit.

Fees and costs may reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflict of interests do you have?

When we provide you with a recommendation, we must act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations we provide you. Here are some examples to help you understand what this means:

Proprietary Products: Our firm will often present investments that are only available through us, which may result in a higher placement fee.

Warrant Position: Our firm may receive a warrant (an option to purchase an equity security in the future, for a defined price) for certain securities. Given that our firm, or other equity holders in the company, may have an investment time horizon that differs from yours, this may create a conflict of interest.

How do your financial professionals make money?

CPS financial professionals, which are often the individuals working with the company to structure an appropriate security, receive a percentage of the placement fee received by CPS in the investments they structure. Therefore, these professionals have an interest in presenting you with the investments they have structured.

Do you or your financial professionals have legal or disciplinary history?

Yes, you have access to a free and simple tool to research our firms and financial professionals at FINRA BrokerCheck located at brokercheck.finra.org. Peter Flynn has an outstanding lien.

Additional Information

Additional information about us and the brokerage services we offer can be found on our website at CPS.com. If you have any questions or would like to receive an up-to-date copy of this relationship summary, please email us at [617-367-0099](tel:617-367-0099).

