

Vega Capital Group

Form ADV Part 3 – Client Relationship Summary

Date: 03/12/2024

Item 1: Introduction

Vega Capital Group LLC (hereinafter “Vega”, “we”, “us” or “our”) is registered with the Securities and Exchange Commission as an investment advisor. Brokerage and investment advisory services and fees differ, and it is important that you understand the differences. This document gives you a summary of the types of services and fees we offer. Please visit www.investor.gov/CRS for free and simple tools available to research firms and financial professionals and for educational materials about broker-dealers, investment advisers, and investing.

Item 2: Relationships and Services

Conversation Starter:

- *Given my financial situation, should I choose an investment advisory service? Why or why not?*
- *How will you choose investments to recommend to me?*
- *What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

What investment services and advice can you provide me? Our firm offers investment advisory services to retail clients. You may engage Vega to manage all or a portion of your assets on a discretionary basis. Upon execution of Vega’s investment advisory contract, Vega accepts discretionary authority, which means that we will implement transactions without seeking your prior consent. This discretionary authority applies to the securities to be purchased and sold, the amounts of securities to be purchased and sold, when transactions are made and the costs at which the transactions will be effected. Upon engaging Vega as the investment advisor, the client must select the combination of Vega’s styles of management for his or her portfolio. The client may change the selection upon written request to Vega. We will manage the client’s portfolio in accordance with the client’s individual investment objectives, financial situation, risk tolerance, and any reasonable investment guidelines established by the client. Our services generally require a minimum investment amount of \$250,000. Please also see our Form ADV Part 2A (“[Brochure](#)”), specifically Items 4 & 7.

Item 3: Fees, Costs, Conflicts, and Standard of Conduct

Conversation Starter: Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

What fees will I pay? We will charge you an ongoing asset-based fee calculated as a percentage of your assets under our management (AUM) for the investment advisory services that we provide. The exact rate of the asset-based fee is based on the investment strategy selected by the client. The asset-based fees are negotiable. We typically deduct our asset-based fee from one or more of your accounts, in advance, on a quarterly basis, thus reducing the total funds that you have for investment with us. Asset-based fees may create a conflict of interest. For example, the more assets there are in your advisory account, the more you will pay us in fees, and we may therefore have an incentive to encourage you to increase the assets in your account.

In addition to the asset-based fee, Vega can charge its qualified clients an annual fee, which is based on the performance of the account (“performance fee”). Under the performance-based fee arrangement, there is a potential conflict of interest in that we make more money the better your investment returns are, thus we have an incentive to invest in riskier investments due to the higher risk/higher reward attributes.

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Other Fees and Costs: Your investment assets will be held with a qualified custodian. Custodians generally charge brokerage commissions and/or transaction fees for effecting certain securities transactions. In addition, relative to all mutual fund and exchange traded fund purchases, certain charges will be imposed at the fund level (e.g. management fees and other fund expenses). All of such fees will be deducted directly from your account.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

Additional Information: For more detailed information about our fees and costs related to our management of your account, please See Item 4, 5, 6 & 7 of our Brochure.

Conversation Starter: How might your conflicts of interest affect me, and how will you address them?

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have? When we act as your investment adviser, we have to 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 investment advice we provide you. For example, we may recommend a particular custodian to custody your assets, and we may receive support services from that same custodian, some of which assist us to better monitor and service your account while a portion may be for the benefit of our firm. More detailed information about conflicts of interest can be found in our Brochure.

How do your financial professionals make money? Our financial professionals receive cash compensation from the investment advisory services we provide to you because of the fees we receive from you. This compensation may vary based on different factors, such as those listed above in this Item. Our employees receive a fixed salary. Partners receive a fixed income, plus a share of firm net income. Independent contractors are paid by the hour for the services they provide. Employee and partner compensation create a conflict of interest because individual pay may increase if firm revenue and net income increases. Please also see Item 10 of our [Brochure](#) for additional details.

Item 4: Disciplinary History

Conversation Starter: As a financial professional, do you have any disciplinary history? For what conduct?

Do you or your financial professionals have legal or disciplinary history? No, we do not have legal and disciplinary events. Visit <https://www.investor.gov/CRS> for a free, simple search tool to research us and our financial professionals.

Item 5: Additional Information

Conversation Starter: Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

Additional information about our firm is available on the SEC's website at www.adviserinfo.sec.gov. You may contact our Chief Compliance Officer at any time to request a current copy of our ADV Part 2 or a copy of this Relationship Summary by calling: 415-318-8740.