

Osprey Private Wealth LLC

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04/24/2024

Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Osprey Private Wealth LLC (hereinafter “Osprey”). If you have any questions about the contents of this brochure, please contact us at (646) 445-5107 or John.Youngman@ospreypw.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 Osprey is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Osprey is 331295.

Osprey is a registered investment adviser. Registration of an investment adviser with the SEC does not imply any level of skill or training.

Item 2. Material Changes

Since this is our initial Part 2A brochure, there are no material changes to report since a prior version does not exist.

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Osprey Private Wealth LLC (“Osprey”) is an SEC-registered investment adviser with its principal place of business located in New York, New York. Osprey Private Wealth LLC began conducting business in 2024.

The Firm is 100% owned by John Youngman. Mr. Youngman has more than thirty years of wealth management experience advising multi-generational families on growing, preserving, and transferring wealth. Prior to founding Osprey, Mr. Youngman joined Barrett Asset Management in 2010 as a Partner and Managing Director, serving on Barrett’s Investment Committee and leading the firm’s Enhanced Equity Income Strategy. He later served on Barrett’s Executive Committee and assisted Barrett through its acquisition and integration into Corient Private Wealth in 2021. Mr. Youngman founded Osprey as an independent investment adviser that could offer its clients customized wealth management and financial planning.

Our firm offers the following investment advisory services:

Portfolio Management Services

Our firm provides investment advisory services in the form of continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Osprey provides investment management through individually managed accounts.

Osprey provides discretionary and non-discretionary portfolio management advisory services. Through personal discussions with clients, goals and objectives based on a client's particular circumstances are established. Investment advisory services are based on the needs and objectives of the client. Identifying clients' needs and priorities is the first step in the process of designing a portfolio. Whether a client's objective is growth of capital, income, liquidity, or conservation of capital in large part determines the investment strategy that will be selected. A client's parameters such as risk tolerance, marginal tax rate, and/or account restrictions, also figure prominently into portfolio construction. Osprey then develops a client's personal investment guidelines and creates and manages a portfolio based on that policy. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Osprey also provides clients with wealth management services including financial planning, and ongoing investment management. Financial planning includes advice on goal setting, determining risk tolerance, retirement planning, IRA/qualified plan distributions, college funding, cash flow planning, estate and tax planning, insurance analysis, stock options, and charitable giving. On occasion.

Depending on the client's goals, portfolios can be invested entirely in equities, fixed income, or a combination of both. The firm invests primarily in liquid securities including (a) stocks issued by companies with market capitalizations typically above \$1 billion, (b) U.S. Treasury fixed income securities, and (c) corporate and municipal bonds. The firm also invests in exchange-traded funds (“ETFs”) and selected mutual funds. We may also employ the use of options, typically to sell options on underlying shares, to increase income. It is possible that we may use other types of options, such as puts to hedge individual positions. Our use of options will be fairly limited and used mostly to write covered call options. Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Amount of Managed Assets

AUM (discretionary): \$ 0
AUM (non-discretionary): \$ 0
Total AUM: \$ 0
Date of AUM calculation: April 15, 2024

It is anticipated that our AUM will exceed \$100 million within 120 days of the filing of this Brochure.

Item 5 Fees and Compensation

The annualized fee for Osprey's portfolio management services will be charged as a percentage of the market value of assets under management at the end of the preceding quarter.

<i>Assets Under Management</i>	<i>Annual Fee</i>
First \$5,000,000	1.25%
Next \$5,000,000	1.00%
Balance	0.75%

Management fees are withdrawn directly from the client's account held at the custodian or the client will be billed directly as set forth in each client's investment advisory agreement.

For new advisory accounts opened in the middle of a calendar quarter, management fees will be pro-rated based on the number of days that the account was open during the calendar quarter.

We may group certain related client accounts for the purposes of determining the client's assets under management and/or their annualized fee.

Negotiability of Advisory Fees

While it is the general policy of Osprey to charge fees to its clients in accordance with the fee schedules in effect at the time of executing the investment management agreement, fees are subject to negotiation based upon a number of factors, including, but not limited to: (1) the type of client; (2) pre-existing client relationships or number of other accounts; (3) assets under management or anticipated client additions to assets under management; and (4) the service requirements associated with the account.

Termination of Advisory Relationship

A client's investment management agreement may be terminated by either party upon ten (10) days' written notice to the other party. Termination of client agreements shall not affect transactions entered prior to termination. In the event of termination of this service, advisory fees

will be pro-rated from the date ten days after Osprey receives written notice of termination from a client through the end of the quarter for which the fee was prepaid. Any prepaid, unearned fees will be promptly refunded. If a client adds substantial assets to their account during a quarter, Osprey may, at its discretion, charge an additional pro rata fee.

Mutual Fund and ETF Fees and Expenses

All fees paid to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. These fees and expenses are described in each mutual fund's and ETF's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund or an ETF directly, without the services of our firm. In that case, the client would not receive the services provided by us which are designed, among other things, to assist the client in determining which mutual fund or funds or ETFs are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and ETFs and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Clients whose un-invested cash balances are swept into money market funds may also pay similar fees. Mutual Fund, ETF and money market fees are paid to the sponsors and/or managers of the respective funds.

Brokerage and Custodian Fees

In addition to advisory fees paid to our firm, clients will also be responsible for all transaction, brokerage, and custodian fees incurred as part of their account management. Please see Item 12 of this Brochure for important disclosures regarding our brokerage practices.

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

Osprey does not charge any fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 Types of Clients

Our firm generally provides discretionary portfolio management services to individuals, trusts, and estates. Osprey generally requires a minimum account or relationship size of \$1,000,000 but may make exceptions to this requirement for certain client relationships, or under other circumstances.

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

Osprey may use all or use some of the following methods of analysis to determine which securities to buy, sell or hold:

Fundamental analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indication it may be a good time to buy) or overpriced (indicating it may be time to sell). Osprey focuses on industries that it believes have the prospect for growing at a rate greater than that of the overall economy. The investment team evaluates the fundamental characteristics of companies to identify those with strong cash flow and earnings growth as well as the prospects for sustained long-term growth. When purchased at reasonable prices, the team believes these companies should produce strong, absolute and relative performance.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical analysis: We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and to potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement

Charting: In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict when or how long the trend may last and when that trend might reverse.

Cyclical analysis: In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

Mutual Fund and/or ETF analysis: We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other funds in the client's portfolio.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the fund or ETF less suitable of the client's portfolio.

Risks for all forms of securities analysis: Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

We use the following strategies in managing client accounts:

Long-term purchases: We purchase securities with the intention of holding them in the client's account for a year or longer. We may do this because we believe the securities to be currently undervalued. We may do this because we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases: We purchase securities with the intention of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A risk in a short-term purchase strategy is that, should the anticipated price swing not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and will potentially result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Margin transactions: We can purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash and allows us to purchase stock without selling other holdings.

A risk in margin trading is that, in volatile markets, securities prices can fall very quickly. If the value of the securities in your account minus what you owe the broker falls below a certain level, the broker will issue a “margin call”, and you will be required to sell your position in the security purchased on margin or add more cash to the account. In some circumstances, you may lose more money than you originally invested.

Option writing: We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative because it derives its value from an underlying asset.

The two types of options are calls and puts:

A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.

A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We could use options to speculate on the possibility of a sharp price swing. We could also use options to “hedge” a purchase of the underlying security; in other words, we could use an option to limit the potential upside and downside of a security we have purchased for your portfolio.

We could use “covered calls”, in which we sell a call option on a security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

A risk of covered calls is that the option buyer does not have to exercise the option, so that if we want to sell the stock prior to the end of the option agreement, we have to buy the option back from the option buyer, for a possible loss.

We could use a “spreading strategy”, in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

A risk of spreading strategies is that the ability to fully profit from a price swing is limited.

For all strategies:

Clients should understand that investing in any securities, including mutual funds, involves a risk of loss of both income and principal.

Item 9 Disciplinary Information

Osprey is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management person has no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Neither Osprey nor its manager is registered as a broker-dealer nor does either party have an application pending or otherwise in process for registration as a broker-dealer.

Futures Commission Merchants, Introducing Brokers, Commodity Trading Advisors, Commodity Pool Operators

Neither Osprey nor its manager is registered as a futures commission merchant, an introducing broker, a commodity trading adviser, or a commodity pool operator, nor does either party have an application pending or otherwise in process for the purpose of seeking registration as any of these types of firms. Further, none of our management persons are registered as or currently seeking registration as associated persons of any of these types of firms.

Use of Other Investment Advisers

At present, Osprey does not plan on using the services of other investment advisors.

Item 11 Code of Ethics, Participation in Client Transactions and Personal Trading

Code of Ethics

We take great pride in our commitment to serving our clients' needs and the integrity with which we conduct our business. We have developed a Code of Ethics ("Code") as a means of memorializing our vision of appropriate and professional conduct in carrying out the business of providing investment advisory services. Our Code addresses issues such as the following:

- Standards of conduct and compliance with applicable laws, rules, and regulations
- Protection of material non-public information
- The addressing of conflicts of interest
- Employee disclosure and reporting of personal securities holdings and transactions
- The firm's IPO and private placement policy
- The reporting of violations of the Code
- Educating employees about the Code

- Enforcement of the Code

Our Policies and Procedures (“P&P”) require that our representatives be furnished with a copy of our Code and sign their names to a written acknowledgement attesting to their understanding of the Code and acceptance of its terms. A copy of our Code is available to all current and/or prospective clients upon request.

Participation in Client Trading

We do not play any role in client trading.

Interests in Securities Purchased by Clients:

We do not recommend to clients, or buy or sell for client accounts, securities in which we or our employees and affiliates have a material financial interest.

Trading Alongside Our Clients

On occasion, we may invest for our own accounts or have a financial interest in the same securities or other investments that we recommend or acquire for the accounts of our clients. Further, we may also engage in transactions that are the same as or different than transactions recommended to or made for our client’s accounts. Such transactions are permitted if effected, pre-cleared and reported in compliance with our policy on personal securities transactions. Generally, personal securities transactions will not be precleared when an order for the same or a related security is pending for the account of a client. Such transactions may be permitted if Osprey believes that such transactions do not present a conflict of interest considering the market’s size and liquidity for the securities traded. Our Chief Compliance Officer will review personal transactions in securities by Osprey’s associated persons quarterly.

Firm Procedures

It is the primary intent of our procedures to ensure that the best interests of our clients are always served over those of our own. Trading on our own behalf that results in our own interests being served over that of our clients could be considered a breach of our fiduciary duty and thus, is aggressively discouraged.

Item 12 Brokerage Practices

Osprey will generally recommend Fidelity Brokerage Services, which clears its transaction through National Financial Services.

Research and Soft Dollar Benefits

We do not participate in soft dollar arrangements.

Brokerage for Client Referrals

We do not participate in any formal arrangements to receive client referrals from any broker-dealer.

Directed Brokerage

When instructed by a client, the Firm will direct all transactions for the client's account to a particular broker-dealer designated by the client. In these cases, the Firm may not be able to seek to obtain better prices on transactions for the client by placing trades with another brokerage firm, and the client may receive less favorable prices.

Order Batching

Transactions for the client's account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at the same or approximately the same time. We may (but are not obligated to) combine or "batch" such orders to obtain best execution or to negotiate more favorable transaction rates.

Reasoning for attempting to effect a batch order is that we may need to trade in the same security for multiple accounts at or around the same time and batching may allow us to achieve a more favorable price on average for all clients. Batching, however, doesn't guarantee the lowest possible price for execution, however, it is intended to reduce the overall volatility in execution price for a large number of orders that if not batched together, may experience significantly different execution prices. Conversely, in the event that we do not batch a group of orders that otherwise may be a prime candidate for a batched order, the resulting cost for some clients may be higher or lower than what we might be able to achieve by processing a batched order for the benefit of those same clients.

To the extent that we elect to aggregate client orders for the purchase or sale of securities, including securities in which our associated persons may invest, we will generally do so in accordance with the parameters set forth in SEC No-Action Letter, SMC Capital, Inc. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. We will not receive any additional compensation or remuneration as a result of a batched order.

Item 13 **Review of Accounts**

Review of client accounts.

We will review accounts with the client no less frequently than quarterly. We will conduct a formal annual review with the client reviewing investment objectives, suitability, client risk tolerance, portfolio allocation and portfolio performance.

John Youngman, Osprey's Chief Compliance Officer will conduct these reviews.

Non-Periodic Account Reviews

Events that may trigger further client account reviews in addition to the standard review process may include, but would not be limited to, a significant increase or decrease in assets, a notable increase in the volume of requests by the client to effect transactions in his/her accounts, where such transactions may appear to be inconsistent with the client's previously stated investment objectives. Other factors may include requests by the client to liquidate certain securities positions/contracts where such transactions may appear to be inconsistent with the client's previously stated investment objectives. Additional triggering factors could be the performance on an individual account being an outlier to the performance of accounts with similar investment objectives, and a very important trigger would be customer complaints. This last trigger would be a prime example of a trigger for an intermittent review of a client account.

Reports to Clients

Account statements will be provided no less frequently than quarterly by the custodian, not by us. Account statements will identify account positions, balances, and transaction details.

In the event we also send account statements to you in addition to those provided by the qualified custodian, you are urged to compare any account statements provided by us to those provided by the custodian.

Item 14 **Client Referrals and Other Compensation**

Compensation we Receive

We do not receive any compensation for client referrals.

Compensation we Pay

Osprey is not a party to any agreement to compensate other parties in this manner.

Item 15 **Custody**

Custody is defined as any legal or actual ability by the firm to access client funds or securities. Since all client funds and securities are maintained with a qualified custodian, Osprey will not take physical possession of client assets. However, under the current SEC rules, the firm is or will be deemed to have constructive custody of certain client assets as a result of a) our authority from certain clients to directly debit client advisory fees from their custodian accounts consistent with industry practices and regulatory

guidelines, and b) Osprey's Principal acting in a trustee/co-trustee relationship for certain client relationships. If Osprey is party to such trustee relationships, Osprey will undergo a surprise annual exam, among other things, by an independent accounting firm, under relevant regulatory guidelines and make certain regulatory filings.

Clients are urged to carefully review and compare any reports received from us to those they receive from their custodian. In the case of discrepancies, please notify us and/or the custodian as soon as possible.

Item 16 **Investment Discretion**

In connection with our investment advisory services, we will generally seek and obtain your authorization to carry out part of our services on a purely discretionary basis. We will memorialize your authorization of our discretionary authority in our investment advisory agreement.

If you have authorized us to do so, we will exercise discretion over the following areas.

- The specific securities to be bought or sold
- The amount of securities to be bought or sold
- Timing as to when such securities are to be bought or sold
- The particular broker or dealer to be used for executing client securities transactions
- To hire and fire third party managers, as applicable

We will have authority to exercise complete discretion with regard to the above factors without restriction.

If our portfolio management services are non-discretionary, we will make certain recommendations that must be authorized by you prior to our facilitation of any such transactions. As may be separately agreed to in writing, we will observe any other specific limitations that may be imposed by you in relation to this discretionary authority.

Item 17 **Voting Client Securities**

Proxy Voting

We do not vote proxies on behalf of any securities held in client accounts.

Item 18 Financial Information

Balance Sheet

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. As a result, we are not required to provide our clients with a copy of our balance sheet from our most recently completed fiscal year.

Adverse Financial condition

If we have discretionary authority or custody of any of our clients' assets or if we require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, we are required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments with our clients. No such conditions exist.

Bankruptcy-Related Matters

Osprey has not been the subject of a bankruptcy petition.