

RAINBOOK ADVISORS, LLC

PART 2A OF FORM ADV: FIRM BROCHURE

Private Residence

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www.rainbook.com

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This brochure provides information about the qualifications and business practices of Rainbook Advisors, LLC (“Rainbook Advisors,” “Rainbook,” or “the Firm”). If you have any questions about the contents of this brochure, please contact the Firm at compliance@rainbook.com. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Rainbook Advisors is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Item 2. Material Changes

Rainbook Advisors has made the following changes to the brochure since its initial brochure, submitted in connection with its registration as an investment adviser with the SEC filed on May 22, 2023.

- The Firm has amended Items 4 and 8 to clarify the scope of the advisory services it offers to users of its interactive online platform, which advisory services are limited solely to the referral of other investment advisers and investment adviser representatives.

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Item 4. Advisory Business

Founded in March 2023, Rainbook Advisors is wholly owned by Rainbook Holdings, LLC, which, in turn, is wholly owned by Stephen Tanenbaum.

Rainbook Advisors offers services through an interactive online platform at www.rainbook.com (the “Platform”). The Firm’s advisory services consist of referring users of the Platform (“Users”) to investment advisers and investment adviser representatives that are screened for inclusion on the Platform (“Advisers”) through the use of a questionnaire and a proprietary, rules-based algorithm that matches Users with Advisers. Specifically, Rainbook will, through a proprietary algorithm, match the User with at least one Adviser based on the User’s account size, age, location, risk tolerance, meeting preferences, desired financial services, and preferred relationship with an adviser. Users are required to respond to all questions in order to be matched with an Adviser.

Currently, matches are not based on any other factor, including, without limitation, the investment performance of the Adviser.

It is up to the User to decide whether to accept or reject any match with an Adviser made by Rainbook. Users who wish to consider retaining any Adviser with whom they are matched are strongly urged to conduct additional due diligence on such Advisers before entering into a relationship with such Advisers.

The services offered by Advisers are separate from and not affiliated with the services offered by Rainbook through the Platform or otherwise.

Rainbook only refers Users to Advisers who have agreed to compensate the Firm for client referrals. A conflict of interest exists when Rainbook refers clients solely to Advisers with whom it receives compensation, as this creates an incentive for Rainbook to make referrals to such Advisers.

It is solely the responsibility of the User to determine whether to meet with and/or retain any Adviser with whom the User is matched with through the Platform, as Users are free to accept or reject referrals made by Rainbook to any Adviser.

Except for certain clerical functions performed by Rainbook (such as handling technical or administrative issues pertaining to a User's use of the Platform), the Firm provides investment resources solely through its interactive website. Rainbook does not meet with Users at its offices.

In addition to the Adviser referral services described above, the Platform offers Users an interactive dashboard that provides tools to help Users understand their overall financial picture and net worth (the "Rainbook Dashboard"), as well as a tool that allows Users to obtain an evaluation through a proprietary algorithm of the performance of a User's existing investment adviser or investment adviser representative (the "Adviser Analyzer") if the User provides information related to their financial accounts to the Platform. The Adviser Analyzer evaluates a User's current investment adviser or investment adviser representative based on the performance of the User's portfolio against pertinent benchmarks, fees charged, independence, credentials, engagement and trust, statement quality, and alternatives and provides a score based on the above metrics to the User. These services are not part of Rainbook's advisory services but rather represent a complimentary tool Users can use at their discretion.

As of March 26, 2024, Rainbook did not have any assets under management.

Item 5. Fees and Compensation

Rainbook Advisors does not directly charge any fees to Users for its services. If a User decides to hire an Adviser, the User will pay fees to that Adviser based on the services the Adviser provides to the User and the terms and conditions of any investment management and/or advisory

agreements between the User and the Adviser. Users will also incur certain fees or charges imposed by third parties, independent from Rainbook, in connection with their investments.

In consideration for the services provided by Rainbook, the Firm will receive a referral fee from the Adviser to whom the User was matched based on the agreement between Rainbook and the Adviser if the User retains the Adviser for advisory services. In some cases, Rainbook will receive a portion of the ongoing advisory or management fee charged to the User by the Adviser (which could be based on the User's assets under management or another metric). All of the fee arrangements are mutually agreed upon between Rainbook and the Advisers.

Advisers may pay Rainbook different levels of fees based on the arrangement negotiated between the Firm and the Adviser. This creates a potential conflict of interest for Rainbook, as the Firm has an incentive to refer Users to Advisers that pay it higher fees. Rainbook has taken steps to mitigate this conflict of interest, including by designing its proprietary, rules-based modeling to avoid favoring Advisers that pay higher fees. In addition, Rainbook discloses to Users certain details regarding the relationship between the Firm and the Advisers with whom the User is matched and the fact that compensation is paid to the Firm.

Item 6. Performance-Based Fees and Side-by-Side Management

Rainbook Advisors does not charge any performance fees as it does not manage any assets.

Item 7. Types of Clients

Rainbook Advisors primarily provides investment advisory services to individuals and high-net-worth individuals. There is no fee or minimum level of wealth to use the Platform.

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

Rainbook Advisors screens prospective investment advisers and investment adviser representatives that seek to join the Platform for potential matching with Users. In determining which investment advisers and investment adviser representatives to admit to the Platform, Rainbook conducts due diligence reviews of all prospective investment advisers and investment adviser representatives. During its due diligence process, Rainbook verifies the identity of each prospective investment adviser or investment adviser representative seeking to join the Platform through independent email verification. Additionally, Rainbook verifies that each investment adviser or investment adviser representative is registered as a fiduciary, or chartered as such, with a regulatory body in the United States. Further, Rainbook reviews each prospective investment adviser's or investment adviser representative's regulatory history and professional credentials, and conducts a qualitative red-flag assessment. Rainbook does not evaluate a prospective investment adviser's or investment adviser representative's investment strategies, investment performance, or any other aspect of a prospective investment adviser's or investment adviser representative's investment advice during the due diligence process. Prospective investment advisers and investment adviser representatives accepted onto the Platform are required to enter

into an agreement with Rainbook. Investment advisers and investment adviser representatives must complete this process prior to being included as a potential match for any User.

After the initial onboarding review, Rainbook conducts regular reviews of the regulatory history and registration status of the Advisers on the Platform. Rainbook may modify or waive criteria for Advisers on a case-by-case basis. Additionally, Rainbook may, without notice, change the eligibility criteria for Advisers participating on the Platform. Notwithstanding the eligibility criteria described above, Rainbook retains discretion with respect to which investment advisers and investment adviser representatives may access the Platform.

Past performance of any Adviser is not a guarantee of future returns. Investing in securities and other investments involves a risk of loss that each User should understand and be willing to bear. Users are reminded to discuss these risks with the Adviser they select to be their adviser, if applicable. Users should obtain risk disclosures from any Adviser with which they conduct business and fully understand the risks of investing.

Investment advisers, including Rainbook, face certain operational and technology risks. An externally caused information security incident, such as a cyber-attack, or an internally caused incident, such as a failure to control access to key systems, could materially interrupt business operations or cause unintended disclosure of sensitive information. Rainbook has adopted an information-security program to address and respond to these areas of risk.

Item 9. Disciplinary Information

Rainbook Advisors and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the company or its personnel.

Rainbook encourages Users to perform their own due diligence on any Adviser they engage for advisory services. Rainbook's registration information can be found at <https://www.adviserinfo.sec.gov/>.

Item 10. Other Financial Industry Activities and Affiliations

Rainbook Advisors has nothing to report in response to this item.

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

Rainbook Advisors has adopted a written code of ethics that is applicable to all employees and defines its fiduciary commitment to each User. Among other things, the code of ethics provides ethical guidelines and mitigation of conflicts of interests regarding Rainbook's duties to its Users.

Procedures have been adopted to ensure compliance with the provisions of the code of ethics, including pre-approval or prohibition of certain personal securities transactions, annual affirmations of compliance, and reviews of holdings and transactions. The code of ethics is predicated on the belief that Users shall be treated with honesty and good faith, and that Rainbook shall put the interests of its Users ahead of its employees and principals, particularly where the Firm's interests conflict with those of its Users. A copy of Rainbook's code of ethics is available on request by contacting the Firm via the website at www.rainbook.com.

Rainbook also recommends that Users obtain and review the code of ethics of any Adviser the User engages for products or services.

Item 12. Brokerage Practices

Rainbook Advisors does not select or recommend broker-dealers or custodians. However, Rainbook does recommend Advisers who may recommend such providers as a part of a User's relationship with that Adviser. Rainbook encourages Users to discuss brokerage practices with any Advisers they engage.

Item 13. Review of Accounts

With respect to its Adviser referral services, Rainbook Advisors does not retain any responsibility for conducting ongoing reviews of client circumstances to determine if any referrals made to Advisers continue to be appropriate for such Users after the initial match is made.

A User can continue to receive an updated Adviser Analyzer score based on information provided by the User as long as the User continues to provide information relating to their account to Rainbook.

Item 14. Client Referrals and Other Compensation

Rainbook Advisors is compensated by the Advisers, as discussed in Item 5. Each Adviser enters into an agreement with Rainbook outlining the compensation to be paid to the Firm for the referrals to the Advisers.

Item 15. Custody

Rainbook Advisors does not accept or maintain any User accounts. Therefore, Rainbook does not have custody of any client assets.

Item 16. Investment Discretion

Rainbook Advisors does not manage User assets. Therefore, it does not exercise any investment discretion on behalf of any User.

Item 17. Voting Client Securities

Rainbook Advisors does not manage User assets and does not accept proxy voting authority for any User. Additionally, Rainbook will not provide advice regarding proxy solicitations. Rainbook does not participate in class actions on behalf of Users.

Rainbook encourages Users to discuss proxy voting and class-action policies and procedures with any Adviser they engage.

Item 18. Financial Information

Rainbook Advisors does not charge Users to use its online platform nor does it charge Users a fee of any kind. Rainbook has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to meet its obligations to Users.