

Form ADV Part 2a Cover Page

SHARE INVEST INC.

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This client brochure (the “Brochure”) provides information about the qualifications and business practices of SHARE INVEST INC. (“Share” or the “Adviser”), a registered investment adviser. Registration does not imply a certain level of skill or training. If you have any questions about the contents of this Brochure, please contact us at hi@tryshare.app. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Share will also be available on the SEC’s website at <https://adviserinfo.sec.gov> upon successful registration of the Adviser.

Item 2 – Material Changes

This Item 2 discusses material changes since our most recent annual Form ADV Part 2A filing in April 2023. This summary of material changes does not describe all modifications, such as updates to dates and numbers, stylistic changes, corrections or clarifications.

Since the initial filing in April 2023, the following material changes have been made:

- We began charging advisory fees to Clients, typically \$5 per month or \$50 per year for Clients who opt to prepay. For a full discussion of our fees see Item 5

The Brochure may be requested at any time, without charge, by contacting Share at hi@tryshare.app or by accessing our website at www.tryshare.app.

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Item 4 – Advisory Business

Firm Description

Share was formed in June 2021 as a Delaware corporation headquartered in Brooklyn, NY. Share is majority owned and controlled by Karim Sabri.

Types of Advisory Services

Share provides non-discretionary advisory services to separately managed accounts of individuals (each a “Client,” and collectively, “Clients”) through our web-based mobile application (the “App”). Share provides a number of highly selective lists of securities consisting of one or more publicly traded equities and/or ETFs (each a “Strategy” and collectively, “Strategies”) that Clients may choose to invest in using the App. The Strategies and the investing functionality provided by the App (together, the “Program”) comprise the advisory service offered by Share. Share interacts with Clients solely through the App.

This Brochure is meant to help you understand the nature of the advisory services offered by Share, whether the advisory services offered by Share are right for you, and the potential conflicts of interest associated with Share’s services. You should review it carefully.

Share uses the information provided by Clients through an interactive suitability questionnaire in the App to recommend Strategies in accordance with each Clients’ investment risk and financial parameters and objectives.

A Client may choose one or more Strategies to invest in. Upon selecting a Strategy, each Client is provisioned their own copy of the chosen Strategy (the “Client Copy”), and may add or remove securities from the Client Copy at their sole discretion at any time.

Share provides two methods for Clients to invest in Strategies. A Client may choose to invest a fixed amount in a Strategy on a recurring weekly basis until paused or canceled (a “Dollar-Cost Averaging Investment”). A Client may alternatively or additionally choose to invest a fixed amount in a Strategy on an ad hoc basis (a “One-Time Investment”).

Share will, from time to time and not less than quarterly, as well as in response to market news or events, review the Strategies and may add or remove securities (the “Updates”), and each Client who has chosen to invest in a Strategy may, at their discretion, replicate the Updates in their Client Copy.

The Strategies offered by Share are not complete investment programs and Clients should not use them as the sole components of their investment plan.

Share does not provide comprehensive financial or tax planning or legal advice, and Clients are advised to seek the advice and counsel of the Client's own tax, financial, and legal advisers.

Tailored Services and Investment Restrictions

Share's investment advice is limited to providing the Strategies to Clients in the App, and the ability to add or remove certain equities and ETFs which are recommended by Share to the Strategies. Share will recommend one or more Strategies to Clients based on information provided through an interactive suitability questionnaire in the App.

Clients have full discretion to add or remove securities from the Client Copy of any of the Strategies they choose, and as such may restrict investments in any security they desire.

Assets Under Management

As of March 6, 2024 Share managed \$200,000 in client assets ("AUM") on a non-discretionary basis. This total AUM is calculated using the closing U.S. market prices from March 6, 2024.

Item 5 – Fees and Compensation

Advisory Fees

Share charges Clients advisory fees for the use of our advisory services through the App. Share charges a flat fee of \$5 per month or \$50 per year for Clients who opt to prepay annually.

Our fees are negotiable, and in some cases Share may, in its sole discretion, decide to lower or waive fees altogether.

Share does not deduct fees from Client assets. For Clients who opt to pay our fees monthly, Share will bill such Clients on the first of each month. For Clients who opt to pay our fees annually, Share will bill such Clients on the anniversary of their entering into an advisory agreement with us.

For Clients who opt to prepay annually, Share does not offer refunds.

Other Fees

In addition to Shares advisory fees, there are other fees the Client may incur by making the investments recommended by Share via the Strategies or by purchasing securities or other financial products using the App. A Client may incur certain charges imposed by custodians and other third parties. These include transfer fees, brokerage fees, administrative fees and other fees and taxes on brokerage accounts and securities transactions. The issuer of some of the securities or products purchased for Clients, such as ETFs or other similar financial products, may charge product fees that affect Clients. Share does not charge these fees to Clients and does not benefit directly or indirectly from any such fees. An ETF typically includes embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Clients should review all fees charged to fully understand the total amount of fees they will pay.

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

Share does not charge performance-based fees - that is, fees based on a share of capital gains on or capital appreciation of the assets of the Client.

Item 7 - Types of Clients

Share is designed to provide investment advice to individual investors who are U.S. citizens or lawful permanent residents of the U.S. for tax purposes. Share does not impose a minimum account size to open or maintain an account, but does require a minimum notional value of \$1.00 for an investment in any Strategy. This minimum notional value applies to both Dollar-Cost Averaging Investments and One-Time Investments. Certain Strategies may have a higher minimum investment, but no Strategy will have a minimum investment that exceeds \$10.00.

Share reserves the right to impose a maximum size or value for each of accounts, Dollar-Cost Averaging Investments and One-Time Investments in the future at its sole discretion. Share further reserves the right to require additional disclosure information from Clients with accounts in excess of \$100,000.

Investing in Strategies requires that the Client successfully complete a new account application, including submitting various personally identifiable information required by U.S. federal law. Clients approved for an investment advisory account must maintain a brokerage account pursuant to a Customer Agreement with a qualified custodian, and a U.S. banking account.

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

Method of Analysis and Investment Strategies

Share performs quantitative and qualitative analysis of publicly traded equities and ETFs to create lists of equities and/or ETFs that together comprise a Strategy designed to achieve a specific goal. Currently, Share offers Strategies that can be categorized as attempting to meet one of the following three goals: i) exposure to a sector, ii) hedging against market volatility, or iii) following the public disclosures of a public figure such as a fund manager. The method of Analysis for the different types of Strategies offered by Share are described below.

Strategies aiming to provide exposure to a sector

When evaluating publicly traded equities for inclusion in a Strategy designed to provide exposure to a sector, Share chooses equities based primarily on their exposure to the desired sector, as well as their liquidity, transparency, risk profile, market capitalization, management teams, durable competitive advantage, brand strength and recognition.

Strategies aiming to hedge against equity market volatility

When evaluating publicly traded equities or ETFs for inclusion in a Strategy designed to hedge against equity market volatility, Share first quantitatively analyzes sectors based on their sensitivity to declines in the S&P 500 market index, and then selects ETFs providing inverse exposure to the most sensitive sectors. Share will also include securities that show repeated historical inverse correlation to declines in the S&P 500 index.

Strategies aiming to follow the publicly available disclosures of a public figure

When evaluating publicly traded equities for inclusion in a Strategy designed to follow the publicly available disclosures of a public figure, Share chooses equities based primarily on their inclusion in public disclosures made by the public figure, or their affiliates, to entities including, but not limited to, the SEC, and the Clerk of the U.S. House of Representatives. Share also looks at the recency of the disclosures, as well as the liquidity, transparency, risk profile, market capitalization, management teams, durable competitive advantage, brand strength and recognition of the equity or equities contained in the disclosure.

Risk of Loss

Share Strategies contain a small number of equities and/or ETFs. Strategies are not generally hedged or diversified, and in some cases may be deliberately concentrated in a specific sector. Share does not advise Clients on creating a diversified portfolio, and recommendations are

limited to the Client's account on the App, and do not take into consideration Client accounts held outside of Share.

Strategies will be subject to general movements in the stock market, and the value fluctuations of each particular issuer's stock.

Share does not guarantee the future performance of any Client's account or portfolio. Share does not make any representation that Strategies in the Program will meet or exceed any specific benchmark. Clients must understand that investments made via the Program involve substantial risk and are subject to various market, currency, economic, political and business risks, and that those investment decisions and actions will not always be profitable. Clients may lose some or all of the amount invested.

High volatility and/or the lack of deep and active liquid markets may prevent the sale of a Client's securities at all, or at an advantageous time or price.

When evaluating risk, financial loss may be viewed differently by each Client and may depend on multiple risk items, each of which may affect the probability of loss and the extent of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective Client before utilizing any Strategy. These risks should be considered as possibilities, with additional regard to their actual probability of occurring and the effect on a Client if there is, in fact, an occurrence

Market Risk

The price of a security, ETF, or entire asset class may drop in reaction to tangible and intangible events and conditions beyond the control of Share. This type of risk is caused by multiple factors including, but not limited to, macroeconomic environment, market sentiment, economic developments, interest rates, government regulations, and political events domestic or foreign. If a Client has a high allocation in a particular asset class, it may negatively affect overall performance. Conversely, a low allocation to a particular asset class that outperforms other asset classes in a particular period may cause that Client account to underperform relative to the overall market.

Investment Risk

Share does not guarantee the results of any of the Strategies. All investing involves risk, including the loss of principal, and Share makes no representation that any Strategy it offers will provide a specific investment return or meet Clients' investment goals. Strategies provided by Share with the objective of providing exposure to a sector contain securities and/or ETFs which Share does not analyze for their suitability to meet or exceed any specific return. There is no guarantee that Share's judgment that a particular security provides exposure to a sector, or is correlated or anti-correlated with a specific event or risk, is correct. Share's judgment may prove

to be incorrect, and a Client might not achieve his or her investment objectives. Further, as an Internet Investment Adviser, Share's ability to provide or execute its advice to Clients may be impaired due to computer equipment failure, loss of internet access, viruses, natural disasters, or other events that may impair access to or functioning of Share's financial service.

Volatility Risk

The securities and/or ETFs in the Strategies are selected in part based on assumptions derived from historical returns, expected returns, and past price volatility. Past performance does not guarantee future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.

Correlation Risk

All securities may exhibit similar price changes in the same direction, which may negatively affect a Client's account. This effect may increase in times of market upheaval or high volatility. Further, many of Share's Strategies are deliberately highly concentrated in a specific sector, which may have the effect of making this risk more acute. Share does not advise Clients on portfolio diversification, and does not represent that any combination of investments in its Strategies will result in a diversified portfolio.

Liquidity Risk

Illiquid markets for an investment may prevent clients from selling their investments at all, or at an advantageous time or price. Further, Share offers Clients the ability to invest in dollar amounts only, which may result in Clients holding fractional shares in securities or ETFs. Fractional share holders may be unable to transfer fractional shares outside of their brokerage account because markets for fractional shares do not exist.

Fractional share transactions are executed either on a principal or riskless principal basis, and can only be bought or sold with market orders during normal market hours.

Legislative and Tax Risk

Investment performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment adviser or securities trading regulation; change in the US government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations.

Inflation, Currency, and Interest Rate Risks

Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to decline and may reduce the purchasing power of an investor's future earnings. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of investments to decline.

Cybersecurity Risks

Share and its service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes and practices designed to protect networks, systems, computers, programs and data from cyber-attacks and hacking by other computer users, and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. In general, cyber-attacks are deliberate, but unintentional events may have similar effects. Cyber-attacks may cause losses to Share's Clients by interfering with the processing of transactions, affecting Share's ability to calculate net asset value or impeding or sabotaging trading. Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, and the dissemination of confidential and proprietary information. Any such breach could expose Share to civil liability as well as regulatory inquiry and/or action. In addition, Clients could be exposed to additional losses as a result of unauthorized use of their personal information. While we have established business continuity plans, incident response plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified.

Automated Investing Software Risks

Share provides automated investing services to Clients through its App, a web-based mobile application. Events affecting the functionality and availability of Share's App and software systems including, but not limited to, disruptions in Internet access, errors in Share's software/hardware, or the software/hardware of third-parties that Share relies on to provide its service, may affect Clients' ability to manage their investments, communicate their instructions to Share, receive communication from Share, or affect Share's ability to communicate with third-parties it relies on to provide its service. Further, the use of automated software systems may cause Clients to be unable to perform their desired action, even if the App is functioning as intended, due to transmission delays, or their instructions arriving after or concurrently to the execution of automated processes in conflict with their instructions.

Reliance on Management and Other Third Parties

ETF investments will rely on third-party management and advisers. Share is not expected to have an active role in the day-to-day management of fund investments. Carried interest and other incentive distributions to fund management may create an incentive towards more speculative investments than would otherwise have been made.

Limitations of Disclosure

The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in investing in investments. As investment strategies develop and change over time, Clients may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

Item 9 - Disciplinary Information

Share has not been involved in any legal or disciplinary events that are material to a Client's evaluation of its advisory business or the integrity of its management. This statement applies to Share and to every employee of Share.

Item 10 - Other Financial Industry Activities and Affiliations

Share does not have any relationships or arrangements with any related persons that are material to its advisory business or its Clients. Share does not recommend or select other investment advisers for its Clients.

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

Code of Ethics

Share maintains a Code of Ethics designed to ensure it meets its fiduciary obligations to Clients and to detect and prevent violations of applicable securities laws. Share's Code of Ethics establishes standards of conduct for all officers and employees consistent with the requirements of Rule 204A-1 under the Investment Advisers Act. The Code of Ethics includes procedures and rules related to confidentiality of Client information, prohibition on insider trading, a prohibition of rumor mongering, and personal securities trading procedures, among other things.

All supervised persons at Share receive training on, and must acknowledge the terms of, the Code annually, or as amended. A copy of Share's Code of Ethics is available to Clients and prospective Clients upon request by emailing hi@tryshare.app.

Participation or Interest in Client Transactions and Personal Trading

Individuals associated with Share are permitted to buy or sell assets identical to or different from those recommended to Clients for their personal accounts. Individuals associated with Share are also Share Clients. In addition, any related person(s) may have an interest or position in certain assets which may also be recommended to a Client. In theory, this may provide Share and its related persons with an incentive to recommend such assets to Clients. However, the size of Client accounts at Share and the highly liquid nature of the securities and/or ETFs being recommended makes it practically impossible for Client activity to materially impact their price, so this does not create a conflict of interest. Share will re-evaluate this policy on a periodic basis and may adopt more stringent procedures if the circumstances of its advisory business materially change.

Item 12 - Brokerage Practices

In order to open a Program account with Share, Clients must establish a brokerage relationship with Alpaca Securities LLC ("Alpaca"), an unaffiliated broker-dealer registered with the SEC and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). By entering into an Advisory Agreement with Share, Clients authorize and direct Share to place all securities trades in their accounts through Alpaca. Alpaca exercises no discretion in determining if and when securities trades are placed; it places securities trades only at the direction of Share. Clients should understand that the appointment of Alpaca as the sole broker for their accounts under the Program may result in disadvantages to the Client as a possible result of less favorable executions than may be available through the use of a different broker-dealer.

Using Alpaca's application program interface ("API"), the App allows Clients to create an investment account instantly on any mobile device that provides an Internet browser. All account opening functionalities, including identity verification and approval, are handled digitally and instantly by Share in coordination with Alpaca. The investments in each Client's account are held in a separate account in the name of the Client at Alpaca, and not with Share.

Research and Soft Dollar Benefits

Research and Soft Dollar Benefits refers to the practice of receiving products from a broker-dealer *other than* trade execution including, but not limited to, research, and paying for those products using the commissions from Client transactions. Share does not receive

research or other products and services other than execution from any broker-dealer or third party in connection with Client transactions.

Brokerage for Client Referrals

Share does not work with broker-dealers other than Alpaca, and Share does not receive client referrals from Alpaca.

Directed Brokerage

Clients are required to maintain accounts and execute Program transactions through Alpaca.

Order Aggregation

Share does not aggregate the purchase or sale of securities for Client accounts. There are no additional costs borne by Clients as a result of Share's decision not to aggregate orders. Share will re-evaluate this policy on a periodic basis and may perform order aggregation if it determines Clients stand to benefit from order aggregation.

Item 13 - Review of Accounts

Share reviews the Strategies underlying Clients' portfolios, and the securities and ETFs contained in each Strategy, using the methods described in Item 8 - Methods of Analysis, both in response to market news and events, and on an ongoing basis, not less than quarterly. Clients are informed of changes Share makes to Strategies they have made a Client Copy of (the "Subscribed Strategies"). Clients are informed via the App and, if Clients allow Share to send push notifications to their mobile device, via a push notification informing Client of any changes to the Subscribed Strategies. Clients may, at their discretion, use the App to accept or reject the recommendation made by Share.

The App is designed to provide Clients with continuous access to account information, Strategy performance, and capital allocation amongst Strategies, and amongst securities and ETFs within each Strategy. Clients can utilize various tools on the interface to review their account and better understand their holdings and performance information, as well as take action including, but not limited to, selling some or all of the securities and ETFs in their account.

Clients can log into their account through the App at any time to review their account. Clients receive monthly account statements, as well as trade confirmations for transactions, from Alpaca. All information relating to Client accounts, including account performance and account

balance, are provided on the App in real-time. Share urges Clients to compare Alpaca account statements with the information available on the App.

Item 14 - Client Referrals and Other Compensation

Share does not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice to Clients.

Share offers compensation to current Clients for referring new Clients through a “refer a friend” or similar program which offers small cash rewards for both the referring Client and the referred Client for each referral. New Clients are advised of the compensation before opening the account. Referring Clients must adhere to terms and conditions established by Share and set forth in an agreement with Share in accordance with SEC New Marketing Rule.

Referrals can only be made within the App. Clients are not charged any fee or other costs for being referred to Share by a current Client. These arrangements may create an incentive for an existing Client to refer prospective Clients to Share, even if the Client would otherwise not make the referral. However, the amount of the cash reward is typically small (\$10-\$20) and unlikely to materially impact most Clients' likelihood of referring new Clients to Share.

Item 15 - Custody

Share does not maintain custody of Client assets. Client assets are maintained in an account at a “qualified custodian,” Alpaca. Clients will receive account statements from Alpaca on a monthly basis. All Clients are advised to review their account statements promptly to confirm the accuracy of the information contained. Should discrepancies or errors be found, Clients should contact Share at hi@tryshare.app.

Item 16 - Investment Discretion

Share does not accept discretionary authority to manage securities accounts on behalf of Clients. Share does not have the authority to decide which securities to purchase and sell for Clients.

Item 17 - Voting Client Securities

Share does not have authority to and does not vote proxies on behalf of Clients. Clients maintain the responsibility for receiving and voting proxies for any and all securities maintained in their account. Clients will receive proxies and other solicitations directly from Alpaca. Clients may contact Share directly with questions about a particular solicitation via email at hi@tryshare.app.

Item 18 - Financial Information

Share does not require or solicit prepayment of advisory fees from Clients in excess of \$1,200. Therefore, Share is not required to include a financial statement.