



Iconik Securities, Inc.

**279 Willow Lake Drive
Alpine, WY 83218
(415) 871-7343**

www.iconikapp.com

**Firm Brochure
Substitute Part 2A/2B of Form ADV
CRD# 328344**

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This brochure provides information about the qualifications and business practices of Iconik Securities, Inc. ("Iconik" or the "Company") that should be considered before engaging Iconik. If you have any questions about the contents of this brochure, please contact Iconik's Chief Compliance Officer, J. Alan Reid, Jr. Mr. Reid can be reached at (415) 871-7343 or at alan@iconikapp.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC"), any state securities authority, or other governmental agency. Iconik is a registered investment adviser; however, please note that such registration does not imply a certain level of skill or training. Additional information about Iconik is available on the SEC's website at www.adviserinfo.sec.gov.

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Item 4 – Advisory Business

Founded in 2021, iconik provides an efficient and customizable proxy voting platform that may be configured to reflect the unique values, preferences, and goals of advisors and/or their clients. iconik enables its users, advisors, and financial institutions to make voting elections that are meaningful and connected to values and goals, automated yet transparent and adjustable, personalized, and validated through reporting.

The core of the platform is powered by iconik VoteForge, a rules-based voting engine that utilizes proprietary technology and research to translate user inputs into voting choices for shareholder ballots users are entitled to vote. Iconik allows users to override its voting recommendations, giving investors final authority over each voting choice.

The advisory platforms and tools provided by Iconik are available to a range of users, including, investment advisors, investment companies, asset managers, financial institutions, and individual investors. Iconik tailors its services to the individual needs of each type of user to identify and meet various needs and goals. Users retain the ultimate authority to impose or modify restrictions on the advice provided by accepting or rejecting the recommendations made by Iconik through VoteForge. Voting decisions are tabulated and recounted to the user through powerful impact reporting, based on Iconik's taxonomy of voting categories, which include voting rules for topics such as Board Composition, Independence, and Climate Change, to name a few.

Through Iconik VoteThru, institutions may offer passthrough voting for funds it manages, giving the fund investors the ability to apply preset or personalized voting policies to equity investments managed by the fund. VoteThru is built on the principle of proportional voting, based on each participating investor's voting preferences and relative ownership of the fund on the relevant record date.

Iconik does not provide advice about asset allocation, stock selection, types of accounts, financial planning, investment research or analysis, market timing, or other non-proxy-related services. Rather, Iconik's offerings are limited to those described in this Brochure.

Iconik's principal owners are Mr. Alex Thaler, Mr. Samson Sprouse, and Mr. J. Alan Reid, Jr.; each a direct minority owner.

Item 5 – Fees and Compensation

Subscription Fees

Individual users may use iconik to 1) configure a voting profile, 2) execute votes according to the profile, if desired, free of charge. Users desiring to use iconik's reporting features, which serve as a data-only layer separate from profile configuration and vote execution, may pay an ongoing monthly fee between \$5.00 and \$12.00 per month. Subscription Fees are non-negotiable and paid in advance. Iconik collects the subscription fee from the user by automatic bank draft or credit card. Users may terminate their subscription at any time, without additional cost, by providing notice to Iconik. Once paid, monthly Subscription Fees are nonrefundable.

Institutional Fees

Funds: Institutions utilizing Iconik's VoteThru platform pay an annual advisory fee per fund, a composition modifier fee depending on the investment style of the fund (domestic/global/international), a maximum annual fee cap, and a setup fee. Fees are *negotiable* and depend upon the size of the Institution, the complexity of the funds or investor base, composition and investment style, and the number of funds or strategies enrolled, among other factors. Institutional fees can range from \$5,000.00 to \$1 million per year per fund or strategy.

Managed Accounts: Institutions utilizing iconik for managed accounts pay an annual advisory fee and a setup fee. Fees are negotiable and depend on the number of advisors that require access to the platform, characteristics of the managed accounts, and other factors.

Annual fees are invoiced semi-annually and are paid in advance. Institutions may terminate advisory services at any time, without further cost, with prior written notice to Iconik.

Other Fees and Compensation

Iconik does not charge custodial fees, mutual fund expenses, brokerage or other transaction costs, or any other additional fees, nor does it receive any additional compensation for its advisory services.

Item 6 – Performance-Based Fees

Iconik does not charge any performance-based fees or fees based on a share of the gains or appreciation in value of the account of any client.

Item 7 – Types of Clients

Subscription Users

Individuals who retain authority to vote their shares may use iconik to receive personalized proxy voting recommendations on a subscription basis. Subscription users include individual investors, families, and high-net-worth individuals.

Institutions

Iconik provides services to Institutions, including other investment advisors, asset managers, investment companies, defined benefit and defined contribution plans, brokers/dealers, trusts, endowments, non-profit organizations, corporations, trusts, estates, endowments, non-profit organizations, corporations, financial services platforms, and government agencies. The Iconik platform allows the Institutions to offer investors the option to convey their voting preferences to the fund's managers.

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

Iconik does not provide investment advice about the advisability of buying, selling, or continuing to hold any security, investment company, or investment-related portfolio, other than indirect purchase or sale recommendations that might be implicit in a proxy voting recommendation, such as a recommendation on a vote on whether or not to approve a proposed merger transaction. Iconik does not engage in

traditional fundamental, technical, top-down, bottom-up, or other quantitative methods of investment analysis. Iconik also does not provide investment advice pertaining to any investment strategy.

Clients should be advised that voting on non-binding ballot items, such as shareholder resolutions and uncontested director elections, may indirectly impact the value of a security, but are not commonly considered to have the same risk profile as decisions to invest in or sell securities.

Nevertheless, clients should be advised that investing in securities involves risk of loss that clients should be prepared to bear. Iconik does not guarantee that its advice will produce any particular investment return or other results for clients.

Voting Comparisons

Subscription Users and Institutions may elect to access Iconik Prism, which allows users to compare their iconik voting profile with a fund's voting choices (as disclosed in publicly filed form N-PX), using Iconik's proprietary taxonomy of voting categories. Prism is intended to bring transparency to fund voting patterns, and help users better understand how voting rights are exercised by the funds they invest in. Iconik Prism does not make recommendations to buy or sell fund products, however some investors or advisors may find the visualized data helpful in ascertaining the extent to which a particular fund's voting patterns are aligned with their own.

Item 9 – Disciplinary Information

Registered Investment Advisors are required to disclose all material facts regarding any legal or disciplinary events that would likely be material to a user's evaluation of Iconik or the integrity of Iconik's management. Neither Iconik nor its management has been the subject of any past legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Iconik nor any of its officers, directors, or employees are registered as a broker/dealer or as representatives of a broker/dealer, a municipal or government securities dealer, an investment company, an unaffiliated advisor, a futures or commodities dealer, bank, accountant, law firm, insurance company, pension, real estate agency, or limited partnership sponsor.

Item 11 – Code of Ethics

In compliance with SEC Rule 204A-1, Iconik has established, maintains, and enforces a written Code of Ethics ("Code") to set forth standards of conduct and require compliance with securities laws and regulations. Our Code includes standards of business conduct that reflect our fiduciary obligations to our users, requires compliance with securities laws, requires covered persons to periodically report personal trading and personal holdings, requires prompt reporting of violations and alleged violations of the Code to the Iconik Chief Compliance Officer, and requires the acknowledgment of each covered person that they have received and agree to abide by the Code.

Iconik will provide any user, or prospective user, with a no-cost copy of the Code of Ethics upon request.

Item 12 – Brokerage Practices

Iconik does not recommend or select custodians or broker/dealers for user accounts or transactions. Iconik does not receive any soft-dollar benefits from any broker/dealer or other third party. Iconik does not engage in, recommend, request, or require users to execute securities transactions through any specific broker/dealer (“directed brokerage”). Lastly, Iconik does not aggregate purchase or sale orders for user brokerage accounts (“block trading”).

Item 13 – Review of Accounts

Iconik does not review client investment accounts or financial plans. Iconik does not prepare or distribute performance reports to clients regarding their investment accounts.

Item 14 – Client Referrals and Other Compensation

Aside from the advisory fees described in Item 5 above, Iconik does not receive any economic benefit for providing investment advice or other advisory services to users. Iconik does not directly or indirectly compensate any third party for referrals.

Item 15 – Custody

Iconik does not (i) have custody of any client funds or securities as that term is defined in Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended, or (ii) engage any Qualified Custodian to maintain any client funds on its behalf, or (iii) provide any notice to clients regarding the identity or contact information of any Qualified Custodian or the manner in which funds or securities are maintained, or (iv) provide client accounting services or account statements, or (v) provide for independent verification of the custody and maintenance of any client funds or securities.

Item 16 – Investment Discretion

Iconik’s only type of discretion may lie within the bounds of voting proxies, it does not have any other discretionary authority to manage securities accounts on behalf of users and does not assume the role of power of attorney or any other similar authority.

Item 17 – Voting Client Securities

Iconik works with clients in various capacities and may accept fiduciary responsibility for voting client securities. Any agreement to accept fiduciary responsibility for voting must be in writing and agreed to by both Iconik and the client(s). In cases where Iconik has accepted responsibility for voting, Iconik may exercise discretion with respect to matters that the client has not indicated instructions or preferences for, however, in these cases, Iconik will attempt to make recommendations that are consistent with the client’s stated preferences. Clients may reclaim voting authority at any time in writing or by overriding one of Iconik’s voting choices using the provided web interface.

In cases where Iconik does not accept fiduciary responsibility for voting, Iconik will not exercise

discretion in voting. Users may configure their Iconik accounts to execute votes per their instructions if desired, in which case they give Iconik limited authority to proxies on their behalf. Users may receive their proxies and other solicitations directly from their independent custodian or transfer agent, based on their own preference. Users may contact Iconik with questions about a particular solicitation by calling the Chief Compliance Officer at (415) 871-7343 or at alan@iconikapp.com.

Item 18 – Financial Information

Iconik does not require or solicit prepayment of fees in excess of \$1,200 per user for services to be performed six or more months in the future. Iconik is unaware of any financial condition or commitment that is reasonably likely to impair its ability to meet contractual and fiduciary commitments to users nor has Iconik been the subject of any bankruptcy petition or proceedings.

Item 19 - Selection of Custodians

Iconik does not recommend or select custodians for the investment accounts of its users. Should custodians attempt to block Iconik's tools or otherwise refuse to accept the client's instructions, Iconik may provide a list of at least 3 custodians actively supporting the client's instructions.

Item 20 – Business Continuity Plan

Iconik has developed a Business Continuity Plan ("Plan") designed to ensure the continuation of essential business operations in the event of natural or man-made disaster, a loss of communications or services, or upon loss of a key person. The Plan has the support of Iconik's management which has committed the necessary time and funds to create and maintain a practical Plan. The Plan is analyzed regularly and updated, as necessary.

The Plan considers natural disasters such as hurricanes, tornadoes, and earthquakes. It also covers man-made disasters such as a loss of electrical power, loss of telephone, fire, bomb threats, chemical or biological disasters, Internet outages, loss of key management, cybersecurity threats, and computer viruses. Iconik's platform is hosted at AWS, which provides redundancy.

If necessary, the core management team could be relocated to any physical location with access to the internet and cell phone service to support ongoing operations and user support. A separate physical location is maintained in Wyoming, more than 200 miles from Iconik's primary location with full internet and VoIP capabilities operating on a separate power grid. Furthermore, key persons of Iconik are geographically dispersed lessening the impact of localized interruptions. In the event that the Plan is enacted, a notice will be posted along with contact information and instructions at www.iconikapp.com.

Item 21- Information Security Program

Iconik has an obligation to its users to develop, test, monitor, and refine its security systems to minimize the risks of a cybersecurity breach or loss of nonpublic information. Maintaining the security and confidentiality of information is critical to the protection of Iconik's reputation, its limitation of risk, and its ability to continue to attract and retain user relationships. Therefore, Iconik has dedicated considerable

time and resources in support of the effort to protect sensitive information as well as the personal non-public information of its users. Iconik has focused on technology hardware designed to limit access to confidential information, software programs designed to detect and eliminate viruses and hacking, and physical security measures. Iconik's Cybersecurity and Information Security Policy will be reviewed and evolve and will continue to be a primary focus.

Item 22 – Senior Management

Alex D. Thaler - Co-Founder/CEO

Born 1980, Alex Thaler is the Co-Founder and Chief Executive Officer of Iconik where he leads the product, marketing, and technology functions. Mr. Thaler received a BA degree from the University of California, Berkeley and a JD degree from the University of Pennsylvania Law School.

Alex is a startup founder, software engineer, and former corporate attorney. Prior to founding Iconik, Alex served as Head of Security, Privacy, and Compliance for AnyRoad, an Andreessen Horowitz-backed startup redefining data-driven insights in the experience economy. Alex has been named as one of the Inicio Ventures' rising Latinx founders to watch.

Mr. Thaler has no history of legal or disciplinary events.

Mr. Thaler's activities are supervised by Iconik's Chief Compliance Officer, J. Alan Reid through a variety of internal controls. Mr. Reid may be contacted at (415) 871-7343 or at alan@iconikapp.com.

J. Alan Reid, Jr. – Co-Founder/President

Born 1962, Alan Reid is the Co-Founder and President of Iconik where he leads strategy, business development, and positioning in the marketplace. Mr. Reid is also the Chief Compliance Officer of Iconik Securities, Inc. Mr. Reid earned a Bachelor of Science degree in Business Administration from Menlo College and the Certified Investment Management Analyst (CIMA) certification from the Investments and Wealth Institute.

Alan brings over 30 years of core financial services experience to Iconik, including as CEO of Forward and Manager of the Forward Funds. Mr. Reid also served on the Board of Directors of FolioFN, parent company to Proxy Governance, Inc. and the Investment Company Institute (ICI). Earlier, he had multiple roles at Morgan Stanley including Senior Vice President of Morgan Stanley Online and Regional Director of Morgan Stanley Investment Consulting Services (ICS).

Mr. Reid has no history of legal or disciplinary events.

Mr. Reid's activities are overseen by Alex Thaler through a variety of internal controls and as a part of the annual review conducted in compliance with Rule 206(4)-7. Mr. Thaler may be contacted at (215) 779-5708 or at alex@iconikapp.com.

Samson Sprouse – Chief Technology Officer

Born 1982, Samson Sprouse is the Chief Technology Officer of Iconik where he heads up technology initiatives and the continuing development of proxy voting platforms. Mr. Sprouse was formerly the Head

of Platform at AnyRoad, and prior to that, Principal Engineer at Greatschools. Samson has over 17 years of experience building software and managing technology teams to build innovative financial services solutions.

Mr. Sprouse has no history of legal or disciplinary events.

Mr. Sprouse's activities are supervised by Iconik's Chief Compliance Officer, J. Alan Ried through a variety of internal controls. Mr. Reid may be contacted at (415) 871-7343 or at alan@iconikapp.com

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