

LEGACY CAPITAL WEALTH PARTNERS, LLC

FORM ADV PART 2A – APPENDIX 1

(“WRAP FEE PROGRAM BROCHURE”)

Effective: March 19, 2024

This Form ADV2A - Appendix 1 (“Wrap Fee Program Brochure”) provides information about the qualifications and business practices for Legacy Capital Wealth Partners, LLC (“Legacy Capital” or the “Advisor”) services when offering services pursuant to a wrap program. This Wrap Fee Program Brochure shall always be accompanied by the Legacy Capital Disclosure Brochure, which provides complete details on the business practices of the Advisor. If you did not receive the complete Legacy Capital Disclosure Brochure or you have any questions about the contents of this Wrap Fee Program Brochure or the Legacy Capital Disclosure Brochure, please contact the Advisor at (501) 376-7878.

Legacy Capital is a registered investment advisor with the U.S. Securities and Exchange Commission (“SEC”). The information in this Wrap Fee Program Brochure has not been approved or verified by the SEC or by any state securities authority. Registration of an investment advisor does not imply any specific level of skill or training. This Wrap Fee Program Brochure provides information about Legacy Capital to assist you in determining whether to retain the Advisor.

Additional information about Legacy Capital and its advisory persons are available on the SEC’s website at www.adviserinfo.sec.gov by searching the Advisor’s firm name or CRD# 291960.

Item 2 – Material Changes

Form ADV 2A - Appendix 1 provides information about a variety of topics relating to an Advisor's business practices and conflicts of interest. In particular, this Wrap Fee Program Brochure discusses the Wrap Fee Program offered by the Advisor.

Material Changes

There have been no material changes to this Wrap Fee Program Brochure since the last filing and distribution to Clients.

Future Changes

From time to time, the Advisor may amend this Wrap Fee Program Brochure to reflect changes in business practices, changes in regulations or routine annual updates as required by the securities regulators. This complete Wrap Fee Program Brochure (along with the complete Legacy Capital Disclosure Brochure) or a Summary of Material Changes shall be provided to you annually and if a material change occurs in the business practices of Legacy Capital.

At any time, you may view this Wrap Fee Program Brochure and the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching for the Advisor's firm name or CRD# 291960. You may also request a copy of this Disclosure Brochure at any time, by contacting the Advisor at (501) 376-7878.

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Item 4 – Services Fees and Compensation

A. Services

Legacy Capital provides customized investment advisory services for its Clients. This Wrap Fee Program Brochure is provided as a supplement to the Legacy Capital Disclosure Brochure (Form ADV 2A). This Wrap Fee Program Brochure is provided along with the complete Disclosure Brochure to provide full details of the business practices and fees when selecting Legacy Capital as your investment advisor.

As part of the investment advisory fees noted in Item 5 of the Disclosure Brochure, Legacy Capital includes securities transaction fees for certain mutual funds (herein “Covered Costs”) as part of the overall investment advisory fee. Securities regulations often refer to this combined fee structure as a “Wrap Fee Program”. The Advisor’s recommended Custodians do not charge securities transaction fees for exchange-traded fund (“ETF”) and equity trades in Client accounts, but typically charges for mutual funds and other types of investments. The Advisor sponsors the Legacy Capital Wrap Fee Program.

The sole purpose of this Wrap Fee Program Brochure is to provide additional disclosure relating the combination of Covered Costs into a single “bundled” investment advisory fee. This Wrap Fee Program Brochure references back to the Legacy Capital Disclosure Brochure in which this Wrap Fee Program Brochure serves as an Appendix. **Please see Item 4 – Advisory Services of the Disclosure Brochure for details on Legacy Capital’s investment philosophy and related services.**

B. Program Costs

Advisory services provided by Legacy Capital are offered in a wrap fee structure whereby Covered Costs are included in the overall investment advisory fee paid to Legacy Capital. As the level of activity in a Client’s account[s] may vary from year to year, the annual cost to the Client may be more or less than engaging for advisory services where the Covered Costs are borne separately by the Client. The cost of the Wrap Fee Program varies depending on services to be provided to each Client, however, the Client is not charged more if there is higher trading activity or other Covered Costs. A Wrap Fee structure presents a conflict of interest as the Advisor is incentivized to limit the number of trades placed in the Client’s account[s] or to utilize securities that do not have transaction fees. As noted above, the Advisor’s recommended Custodians do not charge securities transaction fees for ETF and equity trades in Client accounts, but typically charge for mutual funds and other types of investments. As such, the Advisor is incentivized to utilize ETFs and other equity securities to limit the overall cost to the Advisor. The Advisor will only place Client assets into a Wrap Fee Program when it is believed to be in the Client’s best interest. **Please see Item 5 – Fees and Compensation of the Disclosure Brochure for complete details on fees.**

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C. Fees

Investment Management Services

Legacy Capital charges an annual advisory fee that is agreed upon with each Client and set forth in an agreement executed by Legacy Capital and the Client. Legacy Capital and any Client may, however, agree to adjust the fee annually or on a more frequent basis.

Legacy Capital's fee for investment advisory services is negotiable and varies based on a multitude of factors, including, but not limited to, the size of the relationship and the nature and complexity of the products and investments involved, service intensity, degree of custom work, time requirement, number of entities, number of family members served and travel requirements. The fee can be based on a percentage of assets under management or a fixed dollar amount. If based on a percentage of the value of assets under management, the fee generally ranges between 0.50% and 1.50% annually of the Client's net billable assets under management. If based on a percentage of the value of assets under management, the initial advisory fee for the first calendar quarter (or part thereof) in which the Client enters into an advisory agreement with Legacy Capital shall be calculated on the day after initial assets are placed with Legacy Capital and shall be the advisory fee for the first calendar quarter (or part thereof). The initial advisory fee for any partial quarter is payable on a pro rata basis based on the number of calendar days in the partial quarter and is paid in the month following the establishment of the Client account. For subsequent quarters, the advisory fee generally is payable in advance (except for services to participant-directed 401k plans, which are payable either in advance or arrears, depending on the terms of the agreement), based on the market value of assets under management on the last business day of the prior calendar quarter. If a fixed dollar amount, the advisory fee for the initial quarter is payable, on a pro rata basis, in arrears. For subsequent quarters, the fixed fee generally is payable in advance.

The Advisor's fee is exclusive of, and in addition to any applicable securities transaction and custody fees, and other related costs and expenses described below, which may be incurred by the Client. However, the Advisor shall not receive any portion of these commissions, fees, and costs.

Legacy Capital generally requires a minimum balance of assets under management per household of \$500,000; this requirement may be waived solely in the discretion of the Advisor.

As noted above, the Wrap Fee Program includes Covered Costs incurred in connection with the discretionary investment management services provided by Legacy Capital, as part of its overall investment advisory fee.

In addition, all fees paid to Legacy Capital for investment advisory services or part of the Wrap Fee Program are separate and distinct from the expenses charged by mutual funds and exchange-traded funds to their shareholders, if applicable. These fees and expenses are described in each fund's prospectus. These fees and expenses will generally be used to pay management fees for the funds, other fund expenses, account administration (e.g., custody, brokerage and account reporting), and a possible distribution fee. Securities transaction fees for Client-directed trades will be charged back to the Client. In connection with the discretionary investment management services provided by Legacy Capital, the Client will incur other costs assessed by the Custodian or other third parties, other than the Covered Costs noted above, such as [wire transfer fees, fees for trades executed away from the Custodian and other fees]. The Advisor does not control nor share in these fees. The Client should review both the fees charged by the fund[s] and the fees charged by Legacy Capital to fully understand the total fees to be paid. Please see Item 5.C. – Other Fees and Expenses in the Disclosure Brochure (included with this Wrap Fee Program Brochure).

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Commented [3]: Remove as appropriate, based on Covered Costs disclosed above

D. Compensation

Legacy Capital is the sponsor and portfolio manager of this Wrap Fee Program. Legacy Capital receives investment advisory fees paid by Clients for participating in the Wrap Fee Program and pays the Covered Costs associated with the management of the Client's account[s].

Item 5 – Account Requirements and Types of Clients

Legacy Capital offers investment advisory services to individuals, high net worth individuals, families, family offices, trusts, estates, businesses, charitable organizations, nonprofit organizations and retirement/profit-sharing plans. Legacy Capital generally requires a minimum balance of assets under management per household of \$500,000; this requirement may be waived solely in the discretion of the Advisor. Please see Item 7 – Types of Clients in the Disclosure Brochure for additional information.

Item 6 – Portfolio Manager Selection and Evaluation

Portfolio Manager Selection

Legacy Capital serves as sponsor and as portfolio manager for the services under this Wrap Fee Program.

Related Persons

Legacy Capital personnel serve as portfolio managers for this Wrap Fee Program. Legacy Capital does not serve as a portfolio manager for any third-party Wrap Fee Programs.

Performance-Based Fees

Legacy Capital does not charge performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a Client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Legacy Capital's fees are calculated as described in Item 5 above.

Supervised Persons

Legacy Capital Advisory Persons serve as portfolio managers for all accounts, including the services described in this Wrap Fee Program Brochure. Details of the advisory services provided are included in Item 4.A. of the Disclosure Brochure.

Methods of Analysis

Please see Item 8 of the Disclosure Brochure (included with this Wrap Fee Program Brochure) for details on the research and analysis methods employed by the Advisor.

Risk of Loss

All investments and investment programs have a variety of risks that are borne by the investor. As such, there can be no assurance that any investment strategy will prove profitable or successful. A Client can lose all or a substantial portion of his/her investment. A Client should be willing to bear such a loss. Some investments are intended only for sophisticated investors and can involve a high degree of risk.

The following risks could cause equities, fixed-income securities, mutual funds, ETFs, alternative investments, and other investments in Client portfolios to decrease in value:

- Market Risk: The price of an equity security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, changes in political, economic and social conditions may trigger adverse market events.
- ETF Risk: The performance of ETFs is subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs have a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon the market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

- Mutual Fund Risk: The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.
- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Event Risk: An adverse event affecting a particular company or that company's industry could depress the price of a Client's investments in that company's stocks or bonds. The company, government or other entity that issued bonds in a Client's portfolio could become less able to, or fail to, repay, service or refinance its debts, or the issuer's credit rating could be downgraded by a rating agency. Adverse events affecting a country, including political and economic instability, could depress the value of investments in issuers headquartered or doing business in that country.
- Liquidity Risk: Securities that are normally liquid may become difficult or impossible to sell at an acceptable price during periods of economic instability or other emergency conditions. Some securities may be infrequently or thinly traded even under normal market conditions.
- Leverage Risk: The use of leverage may lead to increased volatility of a fund's NAV and market price relative to its common shares. Leverage is likely to magnify any losses in the trust/fund's portfolio, which may lead to increased market price declines. Fluctuations in interest rates on borrowings or the dividend rates on preferred shares that take place from changes in short-term interest rates may reduce the return to common shareholders or result in fluctuations in the dividends paid on common shares. There is no assurance that a leveraging strategy will be successful.
- Domestic and/or Foreign Political Risk: The events that occur in the U.S. relating to politics, government, and elections can affect the U.S. markets. Political events occurring in the home country of a foreign company such as revolutions, nationalization, and currency collapse can have an impact on the security.
- Inflation Risk: Countries around the globe may be more, or less, prone to inflation than the U.S. economy at any given time. Companies operating in countries with higher inflation rates may find it more difficult to post profits reflecting its underlying health.

- Currency Risk: Overseas investments are subject to fluctuations in the value of the U.S. dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This risk is that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- Operational Risk: Fund Advisors and other ETF service providers may experience disruptions or operating errors such as processing errors or human errors, inadequate or failed internal or external processes, or systems or technology failures, that could negatively impact the ETF.
- Regulatory/Legislative Developments Risk: Regulators and/or legislators may promulgate rules or pass legislation that places restrictions on, adds procedural hurdles to, affects the liquidity of, and/or alters the risks associated with certain investment transactions or the securities underlying such investment transactions. Such rules/legislation could affect the value associated with such investment transactions or underlying securities
- Illiquid Securities: Investments in hedge funds and other private investment funds may underperform publicly offered and traded securities because such investments:
 - Typically require investors to lock-up their assets for a period and may be unable to meet redemption requests during adverse economic conditions;
 - Have limited or no liquidity because of restrictions on the transfer of, and the absence of a market for, interests in these funds;
 - Are more difficult to monitor and value due to a lack of transparency and publicly available information about these funds;
 - May have higher expense ratios and involve more inherent conflicts of interest than publicly traded investments; and
 - Involve different risks than investing in registered funds and other publicly offered and traded securities. These risks may include those associated with more concentrated, less diversified investment portfolios, investment leverage and investments in less liquid and non-traditional asset classes.

Past performance is not a guarantee of future returns. Investing in securities and other investments involve a risk of loss that each Client should understand and be willing to bear.

Clients are reminded to discuss these risks with the Advisor. Please see Item 8.B. – Risk of Loss in the Disclosure Brochure for details on investment risks.

Proxy Voting

Legacy Capital does not accept the authority to and does not vote proxies on behalf of Clients. Clients retain the responsibility for receiving and voting proxies for all and any securities maintained in Client portfolios. Clients may direct proxies to Legacy Capital; however, Legacy Capital will take no action on voting proxies.

Item 7 – Client Information Provided to Portfolio Managers

Legacy Capital is the sponsor and sole portfolio manager for the Program. The Advisor does not share Client information with other portfolio managers because it is the sole portfolio manager for this Wrap Fee Program. Please also see the Legacy Capital Privacy Policy (included after this Wrap Fee Program Brochure).

Item 8 – Client Contact with Portfolio Managers

Legacy Capital is a full-service investment management advisory firm. Clients always have direct access to the Portfolio Managers at Legacy Capital.

Item 9 – Additional Information

A. Disciplinary Information and Other Financial Industry Activities and Affiliations

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to a Client's evaluation of Legacy Capital and the integrity of Legacy Capital's management. Legacy Capital has no information applicable to this Item.

The Advisor encourages Clients to perform the requisite due diligence on any advisor or service provider that the Client engages. The backgrounds of the Advisor and its Advisory Persons are available on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by searching with the Advisor's firm name or CRD# 291960.

Please see Item 9 of the Legacy Capital Disclosure Brochure as well as Item 3 of each Advisory Person's Brochure Supplement (included with this Wrap Fee Program Brochure) for additional information on how to research the background of the Advisor and its Advisory Persons.

Other Financial Activities and Affiliations

Please see Item 10 – Other Financial Activities and Affiliation and Item 14 – Client Referrals and Other Compensation of the Form ADV Part 2A – Disclosure Brochure (included with this Wrap Fee Program Brochure).

B. Code of Ethics, Review of Accounts, Client Referrals, and Financial Information

Legacy Capital has implemented a Code of Ethics that defines the Advisor’s fiduciary commitment to each Client. This Code of Ethics applies to all persons subject to Legacy Capital’s compliance program (our “Supervised Persons”). Complete details on the Legacy Capital Code of Ethics can be found under Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading in the Disclosure Brochure (included with this Wrap Fee Program Brochure).

Review of Accounts

Client accounts are monitored on a regular and continuous basis by Advisory Persons of Legacy Capital under the supervision of the Chief Compliance Officer (“CCO”). Details of the review policies and practices are provided in Item 13 of the Form ADV Part 2A – Disclosure Brochure.

Other Compensation

Participation in Institutional Advisor Platform

Legacy Capital has engaged two qualified custodians and will generally recommend that portfolio management Clients establish accounts with either Charles Schwab or Fidelity, both registered broker-dealers, member SIPC, to maintain custody of Clients’ assets and to effect trades for their accounts.

Fidelity

Legacy Capital maintains an institutional relationship with Fidelity Clearing & Custody Solutions, and related entities of Fidelity Investments, Inc. (collectively “Fidelity”) whereby Legacy Capital receives certain benefits. Legacy Capital may receive from Fidelity, without cost to Legacy Capital, computer software and related systems support, which allow Legacy Capital to better monitor Client accounts maintained at Fidelity, facilitate trade execution (and allocation of aggregated trade orders for multiple Client accounts), provide research, pricing information and other market data and assist with back-office functions, recordkeeping and Client reporting. Legacy Capital may receive the software and related support without cost because Legacy Capital renders investment management services to Clients that maintain assets at Fidelity.

Specifically, Legacy Capital may receive the following benefits from Fidelity: receipt of duplicate Client confirmations and bundled duplicate statements, access to a trading desk that exclusively services its Registered Investment Adviser Group participants and access to an electronic communication network for Client account information. In addition, Fidelity also

makes available to Legacy Capital other services intended to help Legacy Capital manage and further develop its business enterprise. These services may include publications and conferences on practice management, information technology and regulatory compliance.

Legacy Capital is independently owned and operated and not affiliated with Fidelity. Fidelity provides Legacy Capital with access to its institutional trading and custody services, which are typically not available to Fidelity retail investors. These services are generally available to independent investment advisors on an unsolicited basis and are not otherwise contingent upon Legacy Capital committing to Fidelity any specific amount of business (assets in custody or trading).

For Legacy Capital's Client accounts maintained there, Fidelity is compensated through commissions or other transaction-related fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts. The brokerage commissions and/or transaction fees charged by Fidelity or any other designated broker-dealer are exclusive of and in addition to Legacy Capital's fees.

Any commissions paid by Legacy Capital's Clients shall comply with Legacy Capital's duty to obtain "best execution." However, a Client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Legacy Capital determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while Legacy Capital will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for Client transactions.

Charles Schwab Advisors Services

Legacy Capital has also established an institutional relationship with Schwab through its "Schwab Advisor Services" unit, a division of Schwab dedicated to serving independent Advisors like Legacy Capital. As a registered investment advisor participating on the Schwab Advisor Services platform, Legacy Capital receives access to software and related support without cost because the Advisor renders investment management services to Clients that maintain assets at Schwab. Services provided by Schwab Advisor Services benefit the Advisor and many, but not all services provided by Schwab will benefit Clients. In fulfilling its duties to its Clients, the Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits from a custodian creates a conflict of interest since these benefits may influence the Advisor's recommendation of this custodian over one that does not furnish similar software, systems support, or services.

Services that Benefit the Client – Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client’s funds and securities. Through Schwab, the Advisor may be able to access certain investments and asset classes that the Client would not be able to obtain directly or through other sources. Further, the Advisor may be able to invest in certain mutual funds and other investments without having to adhere to investment minimums that might be required if the Client were to directly access the investments.

Services that May Indirectly Benefit the Client – Schwab provides participating advisors with access to technology, research, discounts and other services. In addition, the Advisor receives duplicate statements for Client accounts, the ability to deduct advisory fees, trading tools, and back-office support services as part of its relationship with Schwab. These services are intended to assist the Advisor in effectively managing accounts for its Clients, but may not directly benefit all Clients.

Services that May Only Benefit the Advisor – Schwab also offers other services and financial support to Legacy Capital that may not benefit the Client, including: educational conferences and events, financial start-up support, consulting services and discounts for various service providers. Access to these services creates a financial incentive for the Advisor to recommend Schwab, which results in a conflict of interest. Legacy Capital believes, however, that the selection of Schwab as Custodian is in the best interests of its Clients.

Item 14 – Other Compensation in the Form ADV Part 2A – Disclosure Brochure (included with this Wrap Fee Program Brochure) for details on additional compensation that may be received by Legacy Capital or its Advisory Persons. Each Advisory Person’s Brochure Supplement (also included with this Wrap Fee Program Brochure) provides details on any outside business activities and the associated compensation.

Compensation for Client Referrals

Legacy Capital does not compensate, either directly or indirectly, any persons who are not supervised persons, for Client referrals.

Item 10 – Financial Information

A. Balance Sheet

Legacy Capital does not require prepayment of more than \$1,200 in fees per Client, six months or more in advance, and therefore does not need to include a balance sheet with this Disclosure Brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither Legacy Capital nor its management has any financial conditions that are reasonably likely to impair its ability to meet contractual commitments to Clients.

C. Bankruptcy Petitions in Previous Years

Legacy Capital has not been the subject of a bankruptcy petition.