

**Item 1 – Cover Page**

**Form ADV Part 2A Brochure**  
***Wrap Fee Program Brochure***



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This Investment Management Wrap Fee Brochure provides information about the qualifications and business practices of Shelton Wealth Management, LLC. ("SWM"). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer at (817) 415-2877.

The information in this Brochure has not been approved or verified by the United States of America Securities and Exchange Commission ("SEC") or by any state securities authority.

SWM is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about SWM also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for SWM is 312686.

## **Item 2 – Material Changes**

This Item of the Wrap Brochure discusses only specific material changes that are made to the Brochure and provides clients with a summary of such changes. This annual updating amendment contains no material changes.

We encourage you to carefully review this Brochure prior to entering into an investment advisory contract with our firm. If you have any questions about the contents of this Brochure, please contact us at (817) 415-2877.

(Brochure Date: 03/14/2024)

(Date of last Annual Updating Amendment: 03/14/2024)

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## **Item 4 – Services, Fees and Compensation**

SWM offers investment management services through a Wrap Fee Program. This program entails participants receiving portfolio management, custodial, reporting, and clearing services for one all-inclusive fee. When providing investment management services, the firm not only makes recommendations related to investments, but also implements these recommendations and provides ongoing monitoring and reporting. For information regarding other services provided by SWM, please see the firm's Form ADV Part 2A, which this document is an appendix to.

SWM manages investment portfolios for individuals, high net worth individuals, trusts, businesses and institutions. SWM will work with a client to determine the client's investment objectives and investor risk profile and will design a written investment policy statement.

SWM will utilize the financial information provided by the client to analyze, model and develop strategies and solutions to help the client meet its goal. SWM evaluates the client's existing investments with respect to the client's investment policy statement. SWM works with new clients to develop a plan to transition from the client's existing portfolio to the portfolio recommended by SWM. SWM will then continuously monitor the client's portfolio holdings and the overall asset allocation strategy and will review with the client periodically regarding the account as necessary.

### **Investment Management Services**

SWM provides its clients with a broad range of services, as described in our Form ADV Part 2A, above and in more detail below. SWM advises our clients by delivering tailored wealth management services and solutions. These tailored services are based on a comprehensive understanding of each of our client's current situation, past experiences, and future goals. With this acquired knowledge we create, analyze, model, strategize, and implement goal-oriented investment solutions. These solutions become our client's investment policy. This policy and our matched strategies are designed to be risk appropriate, cost effective and tax minimizing.

SWM's strategies are built around meeting the long-term needs of our clients, SWM is also adaptive, ready, and able to adjust when there are material changes in markets, tax laws, or whenever there are changes in the lives of our clients, their families and their businesses.

For the majority of our client's advisory accounts, SWM provides discretionary portfolio management for all, or portions of their portfolio. SWM strategies are consistent with the clients desired investment strategy. Where appropriate, SWM may also provide advice about many types of legacy positions or other investments held in client portfolios. Clients may engage SWM to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts (to the extent permissible without an insurance license) and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, SWM will direct or make recommendations on a non-discretionary basis for the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance

company or custodian for the plan trustee or administrator and the client will be solely responsible for effecting the recommended trades.

SWM's investment strategies are typically categorized as growth, growth & income, income, or stable value. These strategies are also blended to match acceptable risk tolerances. Our risk models are classified as conservative, moderate, or aggressive.

SWM will continuously and regularly manage advisory accounts on a discretionary basis. Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income).

SWM's investment advisory services consist primarily of:

1. assessing client needs and goals;
2. financial planning designed to meet those goals;
3. developing an appropriate portfolio asset allocation to achieve the client's objectives; and
4. implementing the asset allocation by directly managing, recommending, or otherwise assisting in the client's selection of:
  - a. particular investment strategies (i.e., active, passive, alternative strategies); and
  - b. specific investment managers or passive investment vehicles that employ those strategies.

To execute these strategies, SWM offers in-house discretionary portfolio management. SWM will also from time to time recommend unaffiliated, third-party investment managers, funds, and other investments that employ that strategy. Examples of the kinds of investments SWM recommends within a given strategy include, without limitation: individual equities, bonds, mutual funds, exchange traded funds (ETFs), options, limited partnerships such as hedge funds or private equity for qualified clients, or managed accounts.

To evaluate the securities, funds, and managers SWM recommends to our clients, SWM employs both quantitative and qualitative techniques. These tools help us to identify securities, funds, managers, and other investments that are well-suited to our client's investment and financial objectives.

As a general policy, SWM will retain proxy voting authority for clients that have given us the authority to do so. In such cases, we will follow the proxy voting guidelines outlined in our Compliance Manual. You may obtain a copy of our policies and/ or a record of ballots voted by contacting us. In certain situations, the Independent Manager may be responsible for the voting of client proxies.

### **Selection of Independent Managers**

SWM may select certain Independent Managers to actively manage all or a portion of its client's assets. To the extent a SWM client decides to invest with an outside manager or in a particular fund, those managers and funds will have their own investment practices. Those investment practices are described in each manager or fund's Form ADV, or in its offering or other disclosure documents. In

addition, selected money managers or funds typically have discretion to determine the type and amount of securities to be purchased or sold for the client for that portion of the client's assets managed by the money manager or fund. When utilizing Wells Fargo & Company as the Independent Manager or managers available through a program offered by Wells Fargo Advisors, portfolio services can be provided via a Customized Portfolio Program (separately managed account), personalized Unified Managed Account Program, Private Advisor Network or the FundSource Program.

SWM continues to provide services relative to the discretionary or non-discretionary selection of the Independent Managers. On an ongoing basis, SWM monitors the performance of those accounts being managed by Independent Managers. SWM seeks to ensure the Independent Managers' strategies and target allocations remain aligned with clients' investment objectives and overall best interests.

Annual wrap program fees range up to 1.5% and are negotiated based on the complexity of the engagement prior to the start of the engagement. The advisory fee is based on a percentage of the fair market value of the assets in the relevant Account(s) and is calculated and charged on an account by account basis. While in most situations, the advisory fee will be a flat percentage across all accounts (based on the aggregate value of all household Accounts), in some cases we can agree to a reduced advisory fee percentage for one or more particular accounts. However, certain ERISA rules prevent householding corporate plans with personal assets for fee reductions. You should refer to your advisory agreement for your specific fee rate(s).

### **Programs Offered Through Wells Fargo Advisors**

Fees for advisory programs offered through Wells Fargo Advisors are inclusive of SWM's and Wells Fargo Advisors' advisory fees and are as follows:

<b>Program</b>	<b>Program Type</b>	<b>Maximum Annual Advisory Fee</b>
Private Advisor Network	Separately Managed Account	\$0 - \$500,000: 1.75% Next \$500,000: 1.50% Next \$4,000,000: 1.25% Above \$5,000,000: Negotiable

Wells Fargo Advisors will calculate and directly debit advisory fees from the clients' accounts for assets within their programs. The value of assets held in any Wells Fargo Advisor program are excluded from the amount of total household assets used to determine SWM's advisory fees for other assets of a client that are managed by SWM.

SWM offers investment and wealth management services for an annual fee based on the amount of assets under the firm's management. Fees are generally billed in advance each calendar quarter based on the market value of the assets under management/advisement on the last day of the previous calendar quarter. SWM, in our sole discretion, may waive the minimum annual fee based upon certain criteria, including, but not limited to, anticipated future earning capacity and/or

additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationships, account retention, and pro bono activities. For investment and wealth management services SWM provides to certain clients or for specific client holdings (e.g., held-away assets, 529 plans, etc.), we may negotiate a fee rate that differs from our standard fee schedule.

Fees for our advisory services may be higher than fees charged by other advisers who offer similar services. You may be charged different fees than similarly situated clients for the same services. We have varied legacy fee schedules and arrangements that it honors for relationships that pre-date this wrap brochure. You should carefully review this brochure to understand the fees and other sources of compensation that exist among our services prior to entering into an investment advisory contract with our firm.

Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Wrap program fees include investment management, custodial and brokerage charges, but are separate from charges that may be imposed by third parties, such as expenses or other charges imposed directly by mutual funds or exchange traded funds, margin costs, deferred sales charges, odd-lot differentials, fees for trades executed away from the custodian, transfer taxes, wire transfer and electronic fund transfer fees, and other fees and taxes on brokerage accounts and securities transactions.

Services purchased through this program may cost clients more or less than purchasing similar services from the firm on a stand-alone basis, in that brokerage costs (if any) are paid on behalf of the client through the Wrap Program.

Clients are encouraged to compare the costs they may incur in this Wrap Program vs. a typical investment management account, as the anticipated level of trading activity will impact the costs associated with each type of arrangement.

## **Item 5 – Account Requirements and Types of Clients**

SWM provides portfolio management services to individuals, high net worth individuals, pension and profit-sharing plans, trusts, estates, family entities, charitable institutions, foundations, corporations, and other business entities.

SWM generally requires a minimum account of \$500,000 to open a portfolio. The firm, in its sole discretion, may accept client with smaller portfolios based upon each client's particular circumstances as it deems appropriate. However, SWM only accepts clients with less than the minimum portfolio size if, in the sole opinion of the Firm, the smaller portfolio size will not result in a substantial increase of investment risk beyond the client's identified risk tolerance. SWM may aggregate the portfolios of family/household members to meet the minimum portfolio size.

## Item 6 – Portfolio Manager Selection and Evaluation

SWM generally acts as both the sponsor and portfolio manager of the wrap fee program. We may also utilize Independent Managers to manage all or a portion of a client's assets.

In an effort to mitigate any potential conflicts of interest, we have the ability to effect a large amount of trades within the wrap program with institutional pricing. This mitigates the incentive to recommend fewer trades in your account. The cost of trading is not material to our investment recommendations. It is our policy to always act in the best interests of our clients.

We encourage our clients to consider the anticipated level of trading activity and compare the costs you may incur in the wrap program versus an unbundled portfolio management program.

### **Investing in securities involves risk of loss that clients should be prepared to bear.**

All investments present the risk of loss of principal – the risk that the value of securities (e.g., stocks, mutual funds, ETFs, bonds, etc.), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

SWM may recommend a variety of types of funds to our clients (including, but not limited to, U.S. or offshore unit investment trusts, open-end and closed-end mutual funds and hedge funds, private equity funds, venture capital funds, advisory accounts, real estate investment trusts, ETFs, or other private alternative or other investment funds) (collectively, "Other Funds and Managers"). An investment in such Other Funds and Managers may present risks peculiar to the particular investment vehicle, such as: long-term illiquidity, redemption notice periods or other restrictions on redemptions, capital calls, or periodic taxable income distribution.

Although all investments involve risk, SWM's investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients, the investment directly in fixed income securities to represent the fixed income class. SWM seeks to maintain a robust, strategic, long-term allocation based on each client's goals, risk tolerance, and time horizon (among other considerations), while maintaining the flexibility to make tactical adjustments to client portfolios based on market conditions, among other factors.

Depending upon the client's financial needs, strategies implemented might include long term purchases (securities held at least a year), short term purchases (securities sold within a year), trading (securities sold within 30 days), short sales, margin transactions, option writing, including covered options, uncovered options or spreading strategies, structured products, and other securities or derivatives transactions.

Certain mutual funds utilized by SWM may contain international securities. Investing outside the United States of America involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

**Equity Securities Risk:** Equity securities (common, convertible preferred stocks and other securities whose values are tied to the price of stocks, such as rights, warrants and convertible debt securities) could decline in value if the issuer's financial condition declines or in response to overall market and economic conditions. A fund's principal market segment(s), such as large cap, mid cap or small cap stocks, or growth or value stocks, may underperform other market segments or the equity markets as a whole. Investments in smaller companies and mid-size companies may involve greater risk and price volatility than investments in larger, more mature companies.

**Fixed-Income Securities Risk:** Fixed-income securities are subject to interest rate risk and credit quality risk. The market value of fixed-income securities generally declines when interest rates rise, and an issuer of fixed-income securities could default on its payment obligations.

**Foreign Securities Risk:** The risks of foreign securities include loss of value as a result of: political or economic instability; nationalization, expropriation or confiscatory taxation; changes in foreign exchange rates and foreign exchange restrictions; settlement delays; and limited government regulation (including less stringent reporting, accounting, and disclosure standards than are required of U.S. companies). Certain of these risks are greater for investments in emerging markets.

## **Item 7 – Client Information Provided to Portfolio Managers**

If an Independent Manager is used to manage all or a portion of your portfolio, SWM will share certain information needed by the third-party portfolio manager to effectively manage your account, such as risk tolerance, investment objectives or other investment policy information.

## **Item 8 – Client Contact with Portfolio Managers**

SWM is your primary portfolio manager for account-related questions. You may contact us directly to discuss your portfolio.

## **Item 9 – Additional information**

### **Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of the firm or the integrity of its

management. SWM is currently not subject to, nor has ever been subject to, any legal or disciplinary events of a material nature.

### **Client Referrals and Other Compensation**

There are no other financial industry activities or affiliations to disclose.

### **Code of Ethics, Participation in Client Transactions and Personal Trading**

As a fiduciary, SWM must always place the interests of clients first – before that of the Firm or employees. SWM strives to identify, eliminate and/or mitigate conflicts and potential conflicts of interest and has adopted policies, procedures and oversight mechanisms to address such conflicts and potential conflicts of interest. SWM has specifically adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940. The Code of Ethics emphasizes SWM's fiduciary obligation to put client interests first and is designed to ensure personal securities transactions, activities, and interests of employees will not interfere with the responsibilities to make decisions in the best interest of clients.

SWM has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at SWM must acknowledge the terms of the Code of Ethics annually, or as amended.

SWM anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which SWM has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which SWM, its affiliates and/or clients, directly or indirectly, have a position of interest. SWM's employees and persons associated with SWM are required to follow SWM's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of SWM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for SWM's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of SWM will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of SWM's clients. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between SWM and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with SWM's obligation of best execution. In such circumstances, the affiliated

and client accounts will share commission costs equally and receive securities at a total average price. SWM will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

SWM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting our Chief Compliance Officer at (817) 415-2877.

It is SWM's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. SWM will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

## **Brokerage Practices**

### **Selection and Recommendation of Broker-Dealers**

Though SWM recommends brokers with which we have negotiated pricing on behalf of our clients, we do not have discretionary authority to select brokers. We endeavor to select broker-dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's ability to provide professional services, competitive commission rates, research and other services that will help SWM provide investment management services to clients. SWM may recommend brokers who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance.

SWM utilizes Trade-PMR, Inc. ("Trade-PMR") for brokerage and trade execution services. Trade-PMR, as the introducing broker, clears trades and custodies assets with First Clearing Corp. ("FCC"). FCC is a trade name used by Wells Fargo Clearing Services, LLC., a non-bank affiliate of Wells Fargo & Company. Trade-PMR acts as an introducing broker dealer on a fully disclosed basis and is not affiliated with FCC. Trade-PMR and FCC are FINRA/SIPC member broker-dealers. The brokerage commissions and/or transaction fees charged by these broker-dealers are exclusive of and in addition to SWM's fee, however, are accounted for in the wrap fee charged to clients quarterly. SWM regularly reviews the reasonableness of the compensation received by the broker-dealers used for executing client transactions in an effort to ensure that our clients receive favorable execution consistent with our fiduciary duty. Factors which SWM considers in recommending

broker-dealers to clients include, but is not limited to, their respective financial strength, reputation, execution, pricing, research, and service. The commissions and/or transaction fees charged by these brokers may be higher or lower than those charged by other broker-dealers.

In limited circumstances, SWM clients may elect to utilize a custodian other than First Clearing.

The commissions paid by SWM's clients are intended to be consistent with SWM's duty to obtain "best execution." However, a client may pay a commission that is higher than what another qualified broker-dealer might charge to affect the same transaction when SWM 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-dealers' services, including among others, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while SWM will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions.

Independent Managers selected by clients to manage clients' assets may request the discretion to select brokers and negotiate commissions on behalf of a client. SWM will not have control over trading execution by such managers. Clients should review the Form ADV disclosure documents of such managers for additional information regarding their trading practices.

### **Products & Services Available to Us From Broker-Dealers**

The broker-dealers we recommend to clients provide SWM with access to its institutional trading and custody services, which are typically not available to retail investors. These brokerage services include the execution of securities transactions, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Other benefits we may receive include receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its participants; access to block trading which provides the ability to aggregate securities transactions and then allocates the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

SWM also receives other services from broker-dealers (or third-party vendors with which they do business) to help us manage and further develop our business enterprise. These services include educational conferences and events; technology, compliance, legal and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers. Fees for these services may be waived, discounted or compensated by the broker-dealer. Irrespective of these direct and indirect benefits to our clients, we strive to enhance our clients' experience and always put the needs of our clients first.

### **Research and Other Soft Dollar Benefits**

SWM does not participate in soft dollar relationships.

## **Brokerage for Client Referrals**

When selecting broker-dealers for the execution of client securities transactions, SWM does not consider whether we will receive any client referrals from the broker-dealer or any other third party.

## **Directed Brokerage**

As SWM will not request the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid, clients must direct SWM as to the broker-dealer to be used. The commissions and transaction fees charged by these broker-dealers could be higher or lower than those charged by other custodians and broker-dealers. In directing the use of a particular broker-dealer, it should be understood that SWM will not have authority to negotiate commissions among various broker-dealers or obtain volume discounts. As such, best execution may not be achieved. Not all investment advisers require clients to direct the use of specific broker-dealers.

## **Aggregation of Orders**

Transactions for each client will generally be affected independently. For certain trades, SWM will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included the block. Block trading allows SWM to execute equity or fixed income trades in a timely, equitable manner and to reduce overall commission charges to clients. Clients who do not provide SWM with discretion will not participate in block trades, and their trades in similar securities will be placed with brokers after trades for discretionary accounts. Accounts owned by supervised persons of our firm may participate in block trading with your accounts; however, these individuals will not be given preferential treatment of any kind.

## **Review of Accounts**

For those clients to whom SWM provides investment management services, SWM performs periodic account reviews which may be in conjunction with the preparation of client's quarterly reports. This informal review may include assessing client goals and objectives, monitoring the portfolios and addressing the need to rebalance. Individual securities held in client accounts will be periodically monitored by SWM, while the firm will monitor any selected third-party managers on a quarterly basis. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, market conditions, or the political or economic environment.

## **Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about SWM's financial condition. SWM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.