

Part 2A of Form ADV: Firm *Brochure*

**Item 1 Cover Page**

March 11, 2019

This brochure provides information about the qualifications and business practices of Insight Capital Management, LLC, CRD No. 176530. If you have any questions about the contents of this brochure, please contact us at (925) 362-9571 and/or [david@ricepontes.com](mailto:david@ricepontes.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration does not imply a certain level of skill or training.

Additional information about Insight Capital Management, LLC, also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Our Name and Address:

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**Item 2 Material Changes (as of last update on 03/23/2018)**

This item describes any material changes to our brochure we must tell you about.

Nothing to disclose

**Item 3 Table of Contents** shows a table of contents for this document.

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#### **Item 4 Advisory Business**

**This item gives you information about our advisory business.**

Insight Capital Management is an LLC owned by David Rice, President and Chief Compliance Officer and Denise Tracy, Chief Operations Officer. It was granted an Investment Adviser license by the Securities and Exchange Commission ("SEC") on April 21, 2017.

List Ownership Percentages

David Rice – 95%  
Denise Tracy – 5%

We give advice concerning the following types of investments (in general):

Stocks, bonds, and structured notes listed on an exchange or traded over-the counter, municipal bonds, foreign securities, warrants, corporate debt, commercial paper, variable insurance products, US government securities, options contracts on securities and commodities, futures contracts, limited partnerships investing in real estate and in oil and gas interests, certificates of deposit and mutual funds.

We may furnish investment supervisory services to you in the following manner (tailored to your individual needs and subject to any restrictions imposed by you and subject to your prior acceptance): We will monitor your situation periodically throughout the year and call you as necessary. We may receive discretionary authority from you to effect transactions. You will be billed for this type of service quarterly on the first day of the following quarter after the work has been performed. Fees range from 0% to 1.5% of the assets under management per annum, prorated quarterly and based on the managed assets at the end of the quarter just completed. Any discretion exercised by us or our advisory personnel with respect to your accounts will be strictly in accordance with any restrictions in the written contract executed by both parties.

We will prepare an investment plan based on your specific needs, any restrictions you may list and any limitations you may wish regarding specific securities or types of securities, Fees are payable when the advice is delivered to you.

You are under no obligation to act on our recommendations. Furthermore, if you elect to act on any of our recommendations, you are under no obligation to effect any transactions through us, through any particular broker-dealer or through any associated person.

In all cases you will have the option of agreeing or not before work is undertaken on your behalf

We do not participate in any wrap fee programs.

#### **Assets Under Management (as of 3/11/2019):**

Insight Capital manages approximately \$154,233,375 of assets on a discretionary basis.

#### **Item 5 Fees and Compensation**

**This item gives you information about the fees or other compensation we may receive from you or from others in connection with or as a result of giving you investment advice.**

Our fees range from 0% to 1.5% of the assets under management per annum, prorated quarterly and based on the managed assets at the end of the quarter just completed. Our fees are negotiable, and our standard fee is 1%.

You will be billed for investment supervisory services quarterly after the work has been performed on the

first day of the following quarter. Our standard fee is 1% of the assets under management per annum, prorated quarterly and based on the managed assets at the beginning of the following quarter.

We will deduct these fees from your account with the custodian if you have elected in writing for us to do so.

The custodian will send you a quarterly statement showing all disbursements for your account, including the amount of the advisory fee.

You should compare the account statements you receive from your account custodian(s) with those account statements you receive from us. It is not the responsibility of the custodian(s) to do this for you.

You may also choose to have us bill you directly for such fees if you wish.

We will prepare financial plans for you for a flat fee quoted in advance. In all cases you will have the option of agreeing or not before work is undertaken on your behalf. Fees are payable when the advice is delivered to you.

Since we bill you on the first day of the following quarter after the end of the quarter when the work is done or after a financial plan is prepared, refunds are not provided.

Lower or higher fees for comparable services may be available from other sources

Either you or we may terminate a contract by written notice to the other delivered either personally or by mail. You may cancel at any time, but will be charged.

We do not have any dollar minimums or other requirements for accepting investment advisory accounts.

All our fees are negotiable. We do not bill any fees in advance.

We do not receive any portion of any broker-dealer and/or custodial fees.

Our supervised personnel are also associated with Investment Architects, Inc., a securities broker-dealer, and Resource Investment Architects, Inc, an SEC-registered investment advisor. However, we and our supervised personnel do not use Investment Architects, Inc. to handle any of your trading recommendations but instead generally use TD Ameritrade to handle your transactions,

We and our associated persons do not earn any commissions on trades we suggest that you make. There is a possible slight chance that there is an implied conflict of interest in that our supervised persons have an incentive to recommend investment products based on the compensation received as a result of trades made for other clients (of Investment Architects, Inc.) rather than on your needs. We will tell you if there are any such conflicts.

Also, some of our supervised persons are licensed to sell insurance products. Therefore there is a possible chance that there is a conflict of interest in that our supervised persons could possibly have an incentive to recommend insurance products based on the compensation they might receive as a result of such sales. Again, we will tell you if there are any such conflicts

Additionally, our Chief Compliance Officer reviews all investment advice given and all trading instructions given for you by us to watch for conflicts.

You are under no obligation to act on our recommendations. Furthermore, if you elect to act on any of our recommendations, you are under no obligation to effect any transactions through any particular broker-dealer or through any associated person. You have the option to purchase investment products or insurance products that we recommend through any brokers or agents that you desire to use.

You may pay additional fees to others in connection with your investments, such as 12b-1 and other mutual fund expenses, brokerage and other transaction costs to the executing broker, custodial fees and

so on. We do not receive any portion of any broker-dealer and/or custodial fees.

(Please also see Item 12 for additional information on our selection of brokers for you.

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

**This item discusses whether we charge any Performance-Based Fees and, if we do, the procedures we have set up to protect you.**

We do not charge Performance-Based Fees.

#### **Item 7 Types of Clients**

**This item tells you about the types of clients to whom we give investment advice.**

We provide investment advice to the following types of clients: Individuals (including high net worth individuals), trusts, estates, foundations and charitable organizations, corporations or other business entities, pension and profit sharing plans.

We do not have any dollar minimums or other requirements for accepting investment advisory accounts.

#### **Item 8 Methods of Analysis, Investment Strategies and Risk of Loss**

**This item discusses the way we analyze securities investments, the investment strategies we use in suggesting investments for you and the risk of loss you may incur in making investments.**

We may use charting or fundamental analysis technical or cyclical analysis in looking at your accounts. One of the reasons that we utilize more than one type of analysis is to reduce risks induced by utilizing only one type of analysis (see discussion of risk below).

In general, the investment strategies we use to implement any investment advice that we give to you might include either long term purchases (securities held at least a year), or short-term investments (securities sold within a year).

Every type of investment analysis has its drawbacks and risks (see discussion of risk below). So does each type of investment strategy. Many of the risk factors discussed below apply to the various types of analysis and strategy.

There is always a risk of loss connected with investing. This is true whether you are investing in securities or in other types of investments. You, as an investor, should be prepared to accept this risk. One way to lessen it is to diversify your investments so that when one goes down another may rise. Part of our job as your investment advisor is to help you understand and manage this risk and to suggest ways for you to minimize this risk.

Below is a discussion of some types of risk that you may encounter in securities investing:

##### **Credit risk**

The issuer of a security in which you invest, either directly or through a mutual fund, may default (may be unable to pay the principal or to make interest payments, or otherwise fulfill its obligations to investors) or in some cases may even decide to stop or reduce dividends.

If the issuer of your security falls out of favor or has its credit rating cut, the price could fall and you could lose money if you need to sell before maturity. If the issuer goes bankrupt, you could lose it all.

##### **Economic risk**

The state of the nation's or the world's economy may change drastically and that may well affect your investments.

#### Foreign exchange risk.

If you invest in a foreign security, it may go up in value but, when you sell it and attempt to turn it into cash from selling it you may find that a change in the rate for exchanging foreign funds into US dollars wipes out some or all of your profit.

#### Inflation Risk

Investors typically are locked into the interest rate paid on municipal bonds. If inflation should rise dramatically, the after inflation return on bonds can be negatively affected. As a result, the bond would likely lose value in the open market.

#### Interest rate risk.

If you are investing to realize a certain amount of income and that income stream is dependent on the investment paying a certain interest rate, changing conditions may affect that interest rate and your income from that investment. If rates in the market rise, the underlying market value of existing bonds with a lower yield can decline. If you decide to sell a bond before maturity, this could result in a loss of principal value.

If you buy a bond or other fixed-income investment and interest rates subsequently rise, the price of your bond will probably fall. The longer the maturity of your bond, the bigger the drop. If you need to sell it before it matures, you could get back less than you paid. (The reverse is also true: if interest rates fall, the bond's price will rise.)

You can mitigate this risk by never buying a bond that matures before you need the money.

#### Liquidity risk.

The ability to sell a bond in the open market requires a buyer. If an investment has gained value since you bought it but you can't find a buyer for it when you want to sell it, it is illiquid at that point and you may not be able to liquidate it for current intrinsic value. Some bonds, from smaller issuers in particular, may not have broad appeal to investors, potentially driving down the price in the open market.

Many fixed-income investments don't trade in large numbers or very often. If you need to sell in a hurry, it might be at a fire sale price.

#### Management risk

If you are investing in mutual fund shares and the particular mutual fund is an "actively managed fund" then there is no guarantee that the investment manager's decisions regarding investment techniques, risk analysis and other matters will produce the desired results that you are seeking.

#### Market risk.

In making an investment you are usually betting that the market will behave in a way that will be to your advantage. That does not often hold true over a long period of time and it sometimes does not even hold true over a short period either.

#### Revenue Risk

Bonds that are dependent on revenue streams from specific projects such as toll roads and bridges may rely on the ability of the project to meet revenue projections (note that many municipal bonds are backed by the taxing authority of the issuer, rather than a revenue source as outlined here).

#### Volatility Risk

This is the measure of uncertainty in the future price of an asset. It is a measure of price fluctuations over time represented by annualized standard deviation. If an asset has rapid dramatic price swings, volatility will be high. If asset price is consistent and rarely changes, volatility will be low.

### **Item 9 Disciplinary Information**

**This item discusses any disciplinary events that have involved this firm.**

There have been no disciplinary problems involving our firm or any of our firm's personnel.

### **Item 10 Other Financial Industry Activities and Affiliations**

**This item discusses any other financial industry activities and associations of us or of our executive officers.**

Persons associated with us are also engaged in the businesses of giving investment advice and of selling fixed and variable insurance products, mutual funds and direct participation programs through Investment Architects, Inc., a securities broker-dealer and investment adviser, and Resource Investment Architects, Inc, an SEC-registered investment advisor.

Therefore possible conflicts of interest may exist at all times in that our personal are also part of an associated firm Investment Architects, Inc., a broker-dealer, or persons associated with us in their capacity as broker-dealer representatives, may receive commissions or concessions as well as receiving advisory fees, and you will be informed that you are under no obligation to act on any recommendation of us and, further, are under no obligation to effect any trades through any associated person, but may choose any broker-dealer you wish to handle trades for you. However, we will not be using Investment Architects, Inc., to make any trades for you so there should be no conflicts. In addition, we do not foresee any conflicts of interest in our relationship with Resource Investment Architects, Inc, an SEC-registered investment advisor.

In all cases we will inform you of any potential conflicts that may affect you

You are under no obligation to act on our recommendations. Furthermore, if you elect to act on any of our recommendations, you are under no obligation to effect any transactions through us, through any particular broker-dealer or through any associated person.

We may, at various times submit buy or sell orders for securities for investment advisory clients or others. We may also recommend the purchase or sale of securities in which we or persons associated with us may have a position. We or persons affiliated with us may also purchase or sell securities that have been recommended to you. All personal securities transactions by our related persons will be recorded by us. Any situations that may be reasonably expected to be conflicts of interest will be fully disclosed to you.

The products offered through the broker dealers that we use to make trades for you will be the same as investments offered currently by other brokerage firms, and commissions will be those common in the industry.

We do not select or recommend other investment advisers for you or other clients.

Neither we nor any of our management persons are registered as or have an application pending to register, as a futures commission merchant or a commodity trading adviser or as an associated person of either of the foregoing types of companies.

Our executive officer currently spends approximately 5% of his time at Investment Architects, Inc., a securities broker-dealer and Resource Investment Architects, and David Rice Financial Advisor, and 95% at Insight Capital Management, LLC.

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

**This item refers to our Code of Ethics and how you may obtain a copy.**

We have a Code of Ethics with provisions requiring supervised persons to comply with all applicable Federal and state securities laws that apply to our dealings with you and our other clients.

All persons associated with us are considered to be “supervised persons”.

All access persons must report their personal securities transactions and holdings periodically to the Chief Compliance Officer. He is required to review these reports.

All supervised persons are required to report any violations of our Code of Ethics promptly to the Chief Compliance Officer (or to such other persons we designate, provided the Chief Compliance Officer also receives reports of all violations).

We will provide each supervised person with a copy of our Code of Ethics and any amendments. Each supervised person is required to sign a receipt for the Code of Ethics and any amendments received by them.

We will provide you, any of our clients or any prospective advisory client who desires a copy of our Code of Ethics with a copy of our code upon request.

We or persons associated with us may buy or sell the same securities that we recommend that you buy or sell. We or persons associated with us may also recommend that you trade securities that we already own. Any of these things may present a conflict of interest in that we or our associated persons may both receive investment advisory fees and securities earnings on our own. All such conflicts will be spelled out when we are working with you and you are under no obligation to act on our recommendations. Furthermore, if you elect to act on any of our recommendations, you are under no obligation to effect any transactions through us, through any particular broker-dealer or through any associated person.

If we or persons associated with us buy or sell the same securities that we also submit trades for you at about the same time that could possibly constitute a conflict of interest. We will not trade ahead of you or in any way that would affect your trades and all trades (yours and ours) will be reviewed by our Chief Compliance Officer to assure that you are not harmed.

Any material conflicts of interest regarding us, our representatives or any of our employees, which could be reasonably expected to impair the rendering of unbiased and objective advice to you, have been provided to you.

## **Item 12 Brokerage Practices**

**This item discusses the way we handle brokerage activities for you and for our other clients.**

We suggest discount brokers or custodians for brokerage or custodial services for you based upon the size of commission discounts when compared to full service brokers and our opinion of the relative quality of service, types of reports and other materials furnished to you and other clients and to us by the brokers, the services provided by the brokers or custodians to you and our other clients and to us, and the stability afforded by the recommended broker's or custodian's financial condition and general reputation in the investment community.

You do not have to use our suggestions but may choose any brokers or custodians you wish.



We may receive financial support for research, conferences or subscriptions from mutual fund companies. Information obtained from such sources may be used for the benefit of all of our clients. This could possibly present a conflict of interest because we might choose a mutual fund company due to such support. We do not consider such support in deciding which products to recommend to you but instead only consider which investments fit your requirements.

### **Item 13 Review of Accounts**

**This item describes how we review your accounts and any reports you may receive.**

We will review your accounts on a quarterly basis at the least.

In addition to quarterly reports sent by custodians, we will provide quarterly reports to you on your various investments. All reports are reviewed in detail for accuracy and performance by a principal (at this point, by our Chief Compliance Officer), and if deemed necessary, we will contact you for discussion of relevant issues. You are encouraged to call at anytime if there are questions or concerns.

You will also receive reports from the custodians of your securities.

You should compare the account statements you receive from your account custodian(s) with those account statements you receive from us. It is not the responsibility of the custodian(s) to do this for you.

### **Item 14 Client Referrals and Other Compensation**

**This item discusses any compensation we may receive for referring you to other investment advisers or any other compensation we may receive from persons other than yourself for giving you investment advice.**

We may receive financial support for research, conferences or subscriptions from mutual fund companies. Information obtained from such sources may be used for the benefit of all of our clients

We do not currently compensate anyone for referrals of clients to us.

We do not currently receive compensation from anyone for referrals of clients to them.

### **Item 15 Custody**

**This item reveals any types of custody we may have or may accept in the future.**

Under no circumstances will we take custody of your funds, securities or any other assets of yours.

If you give us a written authorization to deduct our fees from your custodial account(s) that is considered to constitute our having "custody" according to regulations unless we do the following:

The custodian or trustee will send quarterly statements to you showing all disbursements for your custodian account, including the amount of our advisory fees.

#### **Item 16 Investment Discretion**

**This item discusses any types of investment discretion we may have or may accept to make securities trades for you.**

We may accept a written limited power of attorney from you to make discretionary trades for you. We would select the securities to be bought or sold and the amount of securities to be bought or sold for you, in accordance with your wishes. If we have not obtained your written authorization to manage your accounts or to make discretionary trades for you we will each time obtain your permission to make a trade(s).

#### **Item 17 Voting *Client* Securities**

**This item discusses our policy regarding voting proxies or other matters concerning your securities.**

We do not vote your client securities or proxies.

Usually the transfer agent of the company issuing the security will send proxy materials or other solicitations directly to you. In some cases, they will send those materials to your custodial broker. If you do not receive these materials directly and wish to do so, you can contact the issuer's investor services department or the custodial broker to request that information. If you need help in obtaining these materials or have any questions, please contact us and we will be happy to assist you in obtaining those materials or answers to those questions.

#### **Item 18 Financial Information**

**This item shows any financial information we must provide to you.**

We do not bill any fees in advance. We do not require the prepayment of fees of more than \$ 1,200 per client and for six months or more in advance.

We do not have any custody of client funds or securities.

There are no financial conditions that would keep us from meeting any financial commitment to you or any other factors such as a bankruptcy petition that would require us to provide any financial information under this item.