

VENUS INVESTING
Form ADV Part 2A - WRAP FEE PROGRAM BROCHURE

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This wrap fee program brochure provides information about the qualifications and business practices of Venus Investing, LLC an SEC registered investment adviser. Registration does not imply a certain level of skill or training. If you have any questions about the contents of this Brochure, please contact us at info@venusinvesting.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Venus Investing, LLC also is available on the SEC's website at <https://adviserinfo.sec.gov/>

Material Changes

There are no material changes to this brochure to report.

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Venus Investing, a California limited liability company, was formed in January 2019. As of February 26, 2019, Venus managed \$0 on a discretionary basis. Please refer to the “Services, Fees and Compensation” section below for a description of the advisory business offered by Venus Investing

Services, Fees, and Compensations

A. Advisory Business – Program Description

Venus Investing provides “robo-advisory” portfolio management services through an online interface. Our online services begin by having the client respond to a series of questions designed to identify the client’s investment objectives and tolerance for risk. The responses to the questionnaire are the sole basis upon which our investment advice is based.

B. Services

Venus Investing participates in and sponsors a wrap fee Program. Typically, a wrap fee Program provides a bundle of investment services, including asset allocation, portfolio management, custody of client funds and securities, execution of client transactions, and monitoring of portfolio performance for a single "wrap" fee, generally a percentage of assets under management. The wrap fee client is not charged brokerage commissions on a transactional basis. Venus Investing will charge clients one fee, and pay all transaction fees using the fee collected from the client. The investment advice Venus Investing provides is not tailored to the individual needs of the client and clients may not place restrictions on their investment portfolio. During the account opening process, however, clients may remove up to five companies from their current portfolio mix.

C. Investment Discretion

Venus Investing has discretionary authority to manage assets on behalf of clients who enter into the Program, as described above. Discretionary trading authority permits Venus Investing to make trades in client accounts on the clients’ behalf, so that Venus Investing may maintain the client’s portfolio and make ongoing changes as Venus Investing believes appropriate. Those changes will include quarterly rebalancing of the portfolio based on Venus Investing’s systematic (algorithmic) portfolio model.

The sole service Venus Investing offers is the Program, and Venus Investing only manages client accounts that participate in the Program. Venus Investing only receives the “subscription fee” or the Wrap Program Fee (see below), and does not receive any performance-based compensation for its services.

D. Fees

The Wrap Program Fee is: 75 basis points (0.75%) per year. This fee is charged to accounts with balances over \$1,500

For accounts under \$1,500, Venus Investing charges a “subscription fee” of \$1/month.

The fee is charged monthly, in arrears, and is automatically deducted from the client's custodial account.

E. Additional Fees

Certain other fees are not included in the wrap fee and are paid for separately by the client. These include, but are not limited to, margin costs, charges imposed directly by a mutual fund or exchange traded fund, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Clients who participate in the wrap fee program will not have to pay for transaction or trading fees. However, clients are still responsible for all other account fees, such as annual IRA fees to the custodian, transition fees if the account is moved to another broker, or mutual fund fees.

Account Requirements and Types of Clients

The Venus Investing Program is offered to individuals. There is a \$50 account minimum to sign up for Venus Investing's services.

Portfolio Manager Selection and Evaluation

Venus Investing is both the sponsor and the sole portfolio manager for the Venus Investing Program. The Program is designed and implemented by Venus Investing's principal, Noa Hoffman alongside the Venus Investing team. Together they oversee the investment advice offered in the Program. They are responsible for portfolio monitoring; construction, maintenance, and updates to Venus Investing's proprietary algorithm; any educational content provided to clients; and other core functions.

A. Investment Strategies and Methods of Analysis

Venus Investing uses an automated algorithm to generate an asset allocation (between stocks and bonds) for each client based on the client's responses to the risk tolerance questionnaire. Venus Investing's investment advisory personnel oversee the algorithm but may not monitor each client's account individually. Clients are encouraged to update their account/questionnaire with any change in their objectives, risk tolerance, or other pertinent information, as that information factors into the portfolio's composition. The stock portion of a client's portfolio is invested entirely in a proprietary list of stocks that Venus Investing has researched and that we believe to be working towards gender equality.

Gender lens investing is the integration of gender into investment analysis, with two main goals in mind: to improve the lives of women and girls— in the workplace, the supply chain, the consumer market, and elsewhere and to make a profit. The Venus Investing portfolio was developed using this analysis and focuses on 6 areas: 1) Women's Health 2) Women's Education 3) Women Leadership 4) Safety and Human Trafficking 5) Maternal Mortality 6) Innovative Products and Services Beneficial to Women. Investments will be selected such that portfolios

are able to gain exposure to a broad range of companies, industries, economic sectors, and geographic regions to build a portfolio that is diversified across asset classes and risk-reward estimations. Certain sectors are excluded from the portfolio such as weapons manufacturers, tobacco producers, pornography, and gaming and those that have a history of corruption, fraud, or other objectionable behaviors.

Venus Investing does not engage in financial planning, general market-timing, or specific timing of economic cycles, asset or sector classes, or individual securities.

There is no guarantee that any client portfolio will meet a client's investment objectives or provide a given level of income or return.

B. Performance Based Fees and Side-By-Side Management

Venus Investing does not charge performance-based fees (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

C. Voting of Client Securities

Venus Investing exercises voting authority over Client proxies pursuant to its proxy voting policies and procedures in accordance with Rule 206(4)-6 of the Investment Advisers Act of 1940, as amended. The policies require Venus Investing to vote proxies received in a manner consistent with the overall best interests of the Clients and to seek to avoid material conflicts of interests.

D. Risk of Loss

The description below is an overview of the risks entailed in our investment strategies and is not intended to be complete. All investing involves a risk of loss that clients should be prepared to bear and the investment strategies offered by Venus Investing could lose money over short or long periods. Performance could be hurt by a number of different market risks including but not limited to:

- **Market Risk:** The price of a security, mutual fund and/or exchange-traded 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, political, economic and social conditions may trigger market events.
- **Price Volatility:** The price of an investment product's shares may fluctuate, even significantly, in a short period of time.
- **Equity Securities:** Investing in individual companies involves investments in common stocks and is subject to the volatility and individual risks associated with those stocks.
- **Risks Associated with the Underlying Business:** Investments in securities entails all the risks associated with the underlying businesses, including reliance on a company's managers and their ability to execute business strategies. In addition, all businesses face risks such as adverse changes in regulatory requirements, interest rate and currency fluctuations, general economic downturns, changes in political situations, market competitions and other factors.

Venus Investing will not have day-to-day control over any company in which it invests for clients.

- **Risks Related to Foreign Securities:** Venus Investing's strategies primarily invest in equity securities listed directly on US exchanges. Venus may also invest in foreign securities that are purchased in "depository receipt" form (generally "American Depositary Receipts" or "ADRs"). The risk with investing in foreign securities are several: first, legal and regulatory regimes may not be as rigorous or strictly enforced as in the US; second, ADRs in which Venus invests may have limited quantities available at any given time, so liquidity can be limited; third, information concerning the underlying companies issuing foreign stocks can be more limited than their US counterparts; and fourth, the voting of proxies can be significantly more difficult for foreign securities.
- **Automated Investing:** Venus Investing relies on static questionnaires consisting of a limited number of questions that form the sole basis for its investment recommendations. Such questionnaires are very limited in nature. The questions may not, or may not accurately, capture an individual client's needs. Although clients may change and update their responses, Venus Investing does not, at this time, make investment advisory personnel available.
- **Small and Medium Cap Company Risk:** Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.
- **Interest Rate Risk:** Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.
- **Inflation:** Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

[Client Information Provided to Portfolio Managers](#)

All client information material to managing the portfolio (including basic information, risk tolerance, sophistication level, and income level) is provided to the portfolio manager. The portfolio manager will also have access to that information as it changes and is updated.

[Client Contact with Portfolio Managers](#)

Clients may communicate with Venus Investing through Venus Investing's support email communication (info@venusinvesting.com), which has its inherent limitations. Venus Investing will not elaborate or expand upon the portfolio recommendation provided by Venus Investing. Since no investment advice is provided directly from portfolio managers, clients should update their information on Venus Investing's automated platform if their conditions change so that they may review alternative investment advice via the platform. Venus Investing relies upon the accuracy of the information entered by the client when proposing a portfolio.

Additional Information

A. Disciplinary Information

Venus Investing and its employees have not been involved in any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel.

B. Other Financial Industry Activities and Affiliations

Venus Investing has no financial industry affiliations.

C. Code of Ethics

This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Associated persons shall offer and provide professional services with integrity.
- Objectivity - Associated persons shall be objective in providing professional services to clients.
- Competence - Associated persons shall provide services to clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness - Associated persons shall perform professional services in a manner that is fair and reasonable to clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Associated persons shall not disclose confidential client information without the specific consent of the client unless in response to proper legal process, or as required by law.
- Professionalism - Associated persons' conduct in all matters shall reflect credit of the profession.
- Diligence - Associated persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our firm will provide a copy of its Code of Ethics to any client or prospective client upon request.

D. Account Reviews

Client accounts are reviewed at least quarterly by Noa Hoffman and the investment advisory team with regards to investment policies and risk tolerance levels.

E. Client Referrals and Other Compensation

Venus Investing does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

F. Custody

Venus Investing does not maintain custody of your assets that we manage. Your assets are maintained in an account at a “qualified custodian,”. Under Venus Investing’s Advisory Agreement, you have authorized us to instruct the custodian to deduct Venus Investing’s advisory fees directly from your account, which is considered a form of “custody.” For this reason, we are deemed to have “custody” of your assets for this limited purpose. While Venus Investing instructs the custodian to withdraw its fees, the custodian maintains actual custody of client assets. You will receive account statements from the custodian at least quarterly, which will reflect the withdrawal of any fees. All clients are advised to review their account statements promptly to confirm the accuracy of the information contained. Should discrepancies or errors be found, clients should contact Venus Investing or the custodian directly.

G. Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Venus Investing’s financial condition. Venus Investing 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.

H. Requirements for State-Registered Advisers

The education and business background for individuals of Venus Investing are supplied on the Form ADV Part 2B Brochure Supplement. Venus Investing is not involved in any other business other than providing investment advice. Venus Investing does not charge any performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client. Neither Venus Investing, nor its management persons have been involved in an arbitration claim or been found liable in a civil, self-regulatory organization or administrative proceeding that is material to the client’s evaluation of the Firm or its management. Neither Venus Investing, nor its management persons, has any relationship or arrangement with issuers of securities.

Venus Investing 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 Venus Investing must acknowledge the terms of the Code of Ethics annually, or as amended.