

DISCLOSURE BROCHURE

THE INVESTMENT ADVISERS ACT OF 1940 RULE 204-3
Part 2A of Form ADV: Firm Brochure



Firm CRD/IARD #: 125811

Pearson Capital, Inc.
REGISTERED INVESTMENT ADVISOR

Cover Page **ITEM 1**

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This Disclosure Brochure provides information about the qualifications and business practices of Pearson Capital, Inc., which should be considered before becoming a client. You are welcome to contact us should you have any questions about the contents of this brochure – our contact information is listed to the right. Additional information about Pearson Capital, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

The information contained in this Disclosure Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Administrator. Furthermore, the term "registered investment advisor" is not intended to imply that Pearson Capital, Inc. has attained a certain level of skill or training.

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BROCHURE
DATED

1
APRIL
2012

MATERIAL CHANGES

ITEM 2

There have been no material changes made to this document since the last revision date indicated on the cover of this Disclosure Brochure.

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BROCHURE SUPPLEMENTS

ADVISORY BUSINESS

ITEM 4

Who We Are

Pearson Capital, Inc. (hereinafter referred to as “the Company”, “we”, “us” and “our”) is a fee-only registered investment advisor¹ offer private portfolio management services to assist you, our client², achieve your financial goals.

Our History

In the late 1950s, Walter D. Pearson began First New England Securities, Co. in Southbridge, Massachusetts as a full-service brokerage house and stock management company. In the mid-1970s, Walter Pearson relocated to Florida and in 1982 began publishing the Pearson Investment Letter. In 1990, Pearson Capital Management was formed as a Sole Proprietorship to offer investment advisory services and in August of 1998, the firm’s name was changed to Pearson Capital and was incorporated as a Florida corporation.

Owners

The Company is controlled by the following person:

| Name | Title | CRD# |
|-------------------|--|---------|
| Walter D. Pearson | Chairman | 358989 |
| Donald E. Pearson | President/CEO & Chief Compliance Officer | 3161464 |

Assets Under Management

As of January 1, 2012, our assets under management totaled:

Client Discretionary Managed Accounts..... \$22,700,000

We do not offer non-discretionary investment management services.

Our Mission

Our mission is to enhance investment performance by structuring investment strategies designed to assist you retain maximum control over your wealth in a manner appropriate with your given level of risk.

What We Do

We manage wealth. We offer portfolio management services that stress fiscal responsibility and disciplined economic choices to protect your monetary needs for today, tomorrow, and in the future. Our central duty is to manage your wealth and assist you in making intelligent,

¹ The term “registered investment advisor” is not intended to imply that Pearson Capital, Inc. has attained a certain level of skill or training. It is used strictly to reference the fact that we are “registered” as a licensed “investment advisor” with the Florida Office of Financial Regulation - and with such other State Regulatory Agencies that may have limited regulatory jurisdiction over our business practices.

² A client could be an individual and their family members, a family office, a foundation or endowment, a corporation and/or small business, a trust, a guardianship, an estate, another fiduciary or any other type of entity to which we choose to give investment advice.

informed decisions on the complex financial options available in today's economic environment. We provide this service through:

- ❖ Investment management tactics designed to take advantage of the current economic environment.
- ❖ Risk management strategies that reduce the fluctuations and volatility of investment returns based on your risk tolerance level.
- ❖ Monitoring the investment performance of such management strategies.

How We Get to Know You

We get to know you through one-on-one consultations to discuss issues such as your current income and expenses, career, personal goals, investment return expectations and prior investment experience. In addition, we have you complete a Confidential Client Profile questionnaire³, as asked for in our Investment Management Agreement, to provide us a picture of your financial needs.

With the complexity of today's marketplace, it is critical for us to understand who you are and what you want to accomplish financially. We must have a clear picture of your unique financial composition and risk tolerance so that we can develop a successful portfolio management strategy.

Our meetings with you to discuss your finances will help to eliminate much of the guesswork in achieving the security and independence you desire and simplify your financial alternatives. In return, we will have:

- ❖ Defined and narrowed objectives and investment options;
- ❖ Identified areas of greatest distress;
- ❖ Developed a strategy for addressing concerns about the future;
- ❖ Cultivated peace of mind; and,
- ❖ Created a unique picture of your overall economic personality.

Once your financial parameters have been identified, a unique asset allocation mix will be designed for you based on your investment expectations and risk tolerance. Your Confidential Client Profile that outlines your risk tolerance, time horizon, and investment return expectations will guide us in the management of your account(s), and act as a standard against which to measure future results and to make modifications where necessary.

FEES & COMPENSATION

ITEM 5

Portfolio Management

Portfolio management is provided on an asset-based fee arrangement. Our management fee is calculated based on the aggregate market value of your account on the last business day of the previous calendar quarter multiplied by one-fourth of the corresponding annual percentage rate (i.e., $2.00\% \div 4 = 0.50\%$).

³ The Confidential Client Profile questionnaire we use is an important tool in gathering information about your investment methodology, risk tolerance, income/tax bracket, liquidity, time horizons, etc. If you elect not to answer the questionnaire or choose to respond with limited input, it is possible that we could operate in a handicapped capacity contrary to your investment needs. Therefore, if you desire the most effective and accurate recommendations regarding your managed account(s), you should make every effort to provide us with your detailed personal needs and objectives, along with detailed financial and tax information.

We retain discretion to negotiate the management fee under 2.00% on a client-to-client basis depending on the size, complexity, and nature of the portfolio managed. Generally, fee breaks occur as assets in your portfolio increase past the following tiers:

| Account Balance | Annual Fee Rate Not to Exceed |
|-----------------------|----------------------------------|
| Up to \$25,000 | 2.00% |
| \$25,000 and up | 1.00% |

We do not require a minimum initial investment to open a managed account. The portfolio management fee will be fully disclosed to you in an Investment Management Agreement prior to conducting any investment management services.

Protocols for Portfolio Management

The following protocols establish how we handle our portfolio management accounts and what you should expect when it comes to: (i) managing your account; (ii) your bill for investment services; (iii) deposits and withdrawing funds from your account(s); and (iv) other fees charged to your account(s).

Discretion

We will establish discretionary trading authority on all management accounts to execute securities transactions at anytime without your prior consent or advice.

However, you may, at anytime, impose restrictions, **in writing**, on our discretionary authority (i.e., limit the types/amounts of particular securities purchased for your account, exclude the ability to purchase securities with an inverse relationship to the market, limit our use of leverage, etc.).

Billing

Your account will be billed quarterly **in advance** based on the above fee arrangements. For **new managed accounts** opened in mid-quarter, our fee will be based upon a pro-rata calculation of the fair market value of your assets to be managed for the period.

Advisory fees will be taken first from any money market funds or cash balances. If such assets are insufficient to satisfy payment of such fees, a portion of the account assets will be liquidated to cover the fees. Such liquidation may affect the relative balances of the account.

Deposits and Withdrawals

Assets deposited by you into your managed portfolio account between billing cycles will **not** result in additional management fees being billed to you **unless such deposits exceed \$25,000**. We do not want to discourage you from investing additional capital for your future but deposits of this amount or greater, in most cases, will require modifications and adjustments to your investment allocation. Therefore, a pro-rated fee similar to what is disclosed above under "Billing" for new accounts may be assessed for deposits in excess of \$25,000.

For assets you may withdrawal, we **do not make partial refunds** of your quarterly management fees. As with deposits, withdrawals may require modifications and adjustments to be made in the account to correct your allocation of assets.

Fee Exclusions

The above fees for all of our management services are exclusive of any charges imposed by the custodial firm including, but not limited to: (i) any Exchange/SEC fees; (ii) certain transfer taxes; (iii) service or account charges, including, postage/handling fees, electronic fund and wire transfer fees, auction fees, debit balances, margin interest, certain odd-lot differentials and mutual fund short-term redemption fees; and (iv) brokerage and execution costs associated with securities held in your managed account. There can also be other fees charged to your account that are unaffiliated with our management services.

In addition, all fees paid to us for portfolio management services are separate from any fees and expenses charged on mutual fund shares by the investment company or by the investment advisor managing the mutual fund portfolios. These expenses generally include management fees and various fund expense, such as: redemption fees, account fees, and purchase fees may occur but are the exception within managed accounts at institutional custodians. A complete explanation of these expenses charged by the mutual funds is contained in each mutual fund's prospectus. You are encouraged to carefully read the fund prospectus.

Termination of Portfolio Management Services

To terminate our investment advisory services, either party (you or us) by written notification to the other party, may terminate the Investment Management Agreement at any time, provided such written notification is received **at least 30 days prior** to the date of termination (i.e.; To terminate services on October 1st, a request for termination should be received in our office by September 1st). Such notification should include the date the termination will go into affect along with any final instructions on the account (i.e., liquidate the account, finalize all transactions and/or cease all investment activity).

In the event termination does not fall on the last/first day of a calendar quarter, you shall be entitled to a pro-rated refund of the prepaid quarterly management fee based upon the number of days remaining in the quarter after the termination notice goes into affect. Once the termination of investment advisory services has been implemented, **neither party has any obligation to the other** - we no longer earn management fees or give investment advice and you become responsible for making your own investment decisions.

PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT

ITEM 6

We do not charge fees based on a share of capital gains or the capital appreciation of the assets held in your accounts.

TYPES OF CLIENTS

ITEM 7

The types of clients we offer advisory services to are described above under "Who We Are" in the Item 4, the "Advisory Business" section. We have no minimum account size requirements

for portfolio management see “Portfolio Management” in Item 5 above in the, “Fees & Compensation” section of this Brochure.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES & RISK OF LOSS

ITEM 8

Our portfolio management approach incorporates your financial needs and investment objectives, time horizon, and risk tolerance to yield an effective investment strategy. Your portfolio is then tailored to these unique investment parameters using primarily equities (stocks), Exchange Traded Funds (ETFs), debt instruments (bonds), with a minimal mix of investment company products (mutual funds).

Methods of Analysis

In analyzing stocks, ETFs, bonds, and mutual funds we will use a combination of analysis techniques to gathering information and to guide us in our management decisions.

Fundamental Analysis

Fundamental analysis considers: economic conditions, earnings, cash flow, book value projections, industry outlook, politics (as it relates to investments), historical data, price-earnings ratios, dividends, general level of interest rates, company management, debt ratios and tax benefits.

Quantitative Analysis

Quantitative analysis seeks to understand the behavior of a security using mathematical and statistical modeling to measure certain unique characteristics such as, for example, revenues, earnings, margins, and market share. Mathematical and statistical modeling helps us to ascertain security price and risk to ultimately help identify profitable opportunities.

Technical Analysis

Technical analysis utilizes current and historical pricing information to help us identify trends in the broader domestic and foreign equity and fixed income markets, and in the underlying assets themselves. This may involve the use of various technical indicators, such as moving averages and trend-lines, among others.

Cyclical Analysis

Market cycles provide historic tried and true timing mechanisms to indicate turning points in future market prices. By tracking historic data through charts and graphs we can improve entry and exit timing strategies. Coupling cyclical analysis with technical analysis helps to ensure the most favorable buy/sell signal.

Fundamental analysis provides us with a broad long-term view of a security that begins with determining a company’s value and the strength of its financials while technical analysis is short-term focusing on the statistics generated by market activity. Quantitative analysis assists us with portfolio optimization. Cyclical analysis provides us with historical data on market trends to focus our technical analysis for ideal entry/exit points.

Investment Strategy

We are not bound to a specific investment strategy or ideology for the management of your investment portfolio except for how such strategy might affect the risk tolerance levels we pre-defined for you during the getting-to-know-you process as well as in your written assessment and proposed investment strategy. However, our investment strategies generally begin with these tools:

- ❖ **Upward Earnings Estimate Revisions** - The heart and soul of our fundamental approach is to utilize the power of earnings estimate revisions made by Wall Street security analysts who daily fine tune upward or downward their earnings expectations. The marketplace reacts to surprises or changes in expectations as stock prices reflect new information about the companies not previously known.
- ❖ **Relative Strength** - Price momentum must accompany good fundamentals so relative strength plays a very important role and typically leads us to stocks with a higher probability of outperforming the market.
- ❖ **Bottom-Up Approach** - Our investment criteria is not bound to trying to pick sectors or industries to invest in. Instead, we look at the broad universe of large and mid cap stocks whose earnings estimates and price behavior are up-trending, then consider them for inclusion in your portfolio. Diversification and balance are then implemented to control overall risk levels.

There is always a time to buy and a time to sell even the most attractive stocks; we do not feel compelled to be fully invested in stocks when an alternative investment (cash reserves and/or bonds) offers a more attractive opportunity. In fact, it is our belief that avoiding severe losses is more important in determining overall market performance over the course of an entire market cycle.

Managing Risk

The biggest risk to you is the risk that the value of your investment portfolio will decrease due to moves in the market. This risk is referred to as the **market risk** factor, also known as variability or volatility risk. Other important risk factors:

- ❖ **Interest Rate Risk** - Interest rate risk affects the value of bonds more than stocks. Essentially, when the interest rate on a bond begins to rise, the value (bond price) begins to drop; and vice versa, when interest rates on a bond fall, the bond value rises.
- ❖ **Equity Risk** - Equity risk is the risk that the value of your stocks will depreciate due to stock market dynamics causing one to lose money.
- ❖ **Currency Risk** - Currency risk is the risk that arises from the change in price of one currency against that of another. Investment values in internationally securities can be affected by changes in exchange rates.
- ❖ **Inflation Risk** - The reduction of purchasing power of investments over time.
- ❖ **Commodity Risk** - Commodity risk refers to the uncertainties of future market values and the size of future income caused by the fluctuation in the prices of commodities (i.e., grains, metals, food, electricity, etc...).

The risk factors we have cited here are not intended to be an exhaustive list, but are the most common risks your portfolio will encounter. Other risks that we haven't defined could be political, over-concentration, and liquidity to name a few. However notwithstanding these risk factors, the most important thing for you to understand is that regardless of how we analyze securities or the investment strategy and methodology we use to guide us in the management of your investment portfolio, investing in a security involves a risk of loss that you should be

willing and prepared to bear; and furthermore, past market performance is no guarantee that you will see equal or better future returns on your investment.

DISCIPLINARY INFORMATION

ITEM 9

We have no legal or disciplinary events to report.

OTHER FINANCIAL INDUSTRY ACTIVITIES & AFFILIATIONS

ITEM 10

We are a fee-only registered investment advisor; none of our supervised persons are licensed, or are related to, another financial industry participant and therefore no disclosure is necessary for this item.

CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS & PERSONAL TRADING

ITEM 11

Code of Ethics

As a fiduciary, the Company has an affirmative duty to render continuous, unbiased investment advice, and at all times act in your best interest. To maintain this ethical responsibility, we have adopted a Code of Ethics that establishes the fundamental principles of conduct and professionalism expected by all personnel in discharging their duties. This Code is a value-laden guide committing such persons to uphold the highest ethical standards, rooted in the most elementary maxim - to do right by others. Our Code of Ethics is designed to deter inappropriate behavior and heighten awareness as to what is right, fair, just and good by promoting:

- ❖ Honest and ethical conduct.
- ❖ Full, fair and accurate disclosure.
- ❖ Compliance with applicable rules and regulations.
- ❖ Reporting of any violation of the Code.
- ❖ Accountability.

To help you understand our ethical culture and standards, how we control sensitive information and what steps have been taken to prevent personnel from abusing their inside position, a copy of our Code of Ethics is available for review upon request.

Client Transactions

We have a fiduciary duty to ensure that your welfare is not subordinated to any interests of ours or any of our personnel. The following disclosures are internal guidelines we have adopted to assist us in protecting all of our clientele.

Participation or Interest

It is against our policies for any owners, officers, directors and employees to invest with you or with a group of clients, or to advise you or a group of clients to invest in a private business interest or other non-marketable investment unless prior approval has been granted by Mr.

Donald E. Pearson, and such investment is not in violation of any SEC and/or State rules and regulations.

Class Action Policy

The Company, as a general policy, does not elect to participate in class action lawsuits on your behalf. Rather, such decisions shall remain with you or with an entity you designate. We may assist you in determining whether you should pursue a particular class action lawsuit by assisting with the development of an applicable cost-benefit analysis, for example. However, the final determination of whether to participate, and the completion and tracking of any such related documentation, shall generally rest with you.

Personal Trading

Employees of ours are permitted to personally invest their own monies in securities, which may also be, from time to time, recommended to you. Most of the time, such investment purchases are independent of, and not connected in any way to, the investment decisions made on your behalf. However, there may be instances where investment purchases for you may also be made in an employee's account. In these situations we have implemented the following guidelines in order to ensure our fiduciary integrity:

1. No employee acting as an Investment Advisor Representative (RA), or who has discretion over your account, shall buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment, unless the information is also available to the investing public on reasonable inquiry. No employee of ours shall prefer his or her own interest to that of yours or any other advisory client.
2. We maintain a list of all securities holdings for all our access employees. Mr. Pearson reviews these holdings on a regular basis.
3. We require that all employees act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
4. Bunched orders (See "Trading Allocation" above) may include employee accounts. In such cases, priority and advantage will be given to satisfy your order first regardless of the situation.
5. Any individual not in observance of the above may be subject to termination.

Personal trading activities are monitored by Mr. Pearson to ensure that such activities do not impact upon your security or create conflicts of interest.

BROKERAGE PRACTICES

ITEM 12

Custodial Services

The Company maintains custodial arrangements with TD AMERITRADE, Inc. ("TDA"), a licensed broker-dealer (member FINRA/SIPC), through their division TD AMERITRADE Institutional for investment advisors. TDA offers us services which include custody of securities, trade execution, clearance and settlement of transactions.

Our recommendation for you to custody your assets with TDA has no direct correlation to the services we receive from TDA and the investment advice we offer you, although we do receive economic benefits through our relationship with TDA that are typically not available to TDA retail clients. These benefits include the following products and services (provided without

cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a dedicated trading desk; access to batch trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to accounts); the ability to have advisory fees deducted directly from accounts; access to an electronic communications network for order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers.

We are not a subsidiary of, or an affiliated entity of TDA. We have sole responsibility for investment advice rendered, and our advisory services are provided separately and independently from TDA.

Direction of Transactions and Commission Rates (Best Execution)

We have a fiduciary duty to put your interests before our own. TDA's advisory support services create an economic benefit to us and a potential conflict of interest to you; in that, our recommendation to custody your account(s) with TDA may have been influenced by these arrangements/services. This is not the case; we have select TDA as the custodian of choice based on:

1. TDA's competitive transaction charges, trading platform, and on-line services for account administration and operational support.
2. TDA's general reputation, trading capabilities, investment inventory, their financial strength, and our personal experience working with TDA staff.

Since we do not recommend, suggest, or make available a selection of custodians other than TDA, and we have not verified whether their transaction fees are competitive with another custodian, **best execution may not always be achieved**. Therefore, **you do not have to accept our recommendation to use TDA as your custodian**. However if you elect to use another custodian, we may not be able to provide you complete institutional services.

Aggregating Trade Orders

Our objective in order execution is to act fairly, impartially, and to take all reasonable steps to obtain the best possible results (known as "best execution") for our clients. Therefore, we will not bunch (aggregate) orders for a block trade unless: (i) the bunching of orders is done for the purpose of achieving best execution; and, (ii) no client is systematically advantaged or disadvantaged by bunching the orders.

In consideration of these objectives, we will take into account the unique execution factors of the buy/sell order before bunching accounts for a block trade. A few of those factors are:

- ❖ **Security Trading Volume** - Bunching orders in a block trade can secure price parity and continuity for our clients during heavy trading activity.
- ❖ **Number of Clients** - The fewer the number of client accounts involved in the bunched order may not yield better pricing or order execution; it may be more advantageous to perform an individual market order for each client. In addition preparing individual market orders, for the small number accounts involved, may be quicker to complete than preparing a bunch order.
- ❖ **Financial Instruments** - The type of security involved as well as the complexity of order can affect our ability to achieve best execution.

REVIEW OF ACCOUNTS

ITEM 13

Portfolio Management Reviews

Each account is reviewed on an ongoing basis by Donald E. Pearson to ensure that your needs and objectives are being met. All accounts are reviewed in the context of your stated investment objectives and guidelines. Cash needs will be adjusted as necessary.

You will receive, at least quarterly, statements from TD AMERITRADE, Inc. ("TDA") where your account is custodied. You are encouraged to review each statement which summarizes the specific investments held, the value of your portfolio and account transactions.

You are also encouraged to review with us investment strategies and account performance on an annual basis. Material changes in your personal circumstances, the general economy, or tax law changes can trigger more frequent reviews. However, it is **your responsibility** to communicate these changes to us so that the appropriate adjustments can be made.

CLIENT REFERRALS & OTHER COMPENSATION

ITEM 14

Referral Compensation

We may directly compensate persons/firms for client referrals, provided that those persons are qualified and have entered a solicitation agreement with us. Under such arrangements, if you were referred to us by a solicitor, the solicitor will provide complete information on our relationship and the compensation that solicitor will receive should you choose to open an account. In no case will the fee that you pay be higher than it would be if you had dealt directly with us.

Other Compensation (Indirect Benefit)

The Company receives an indirect economic benefit from TDA (See "Custodial Services" above under Item 12, "Brokerage Practices" for more detailed information on these services and products could be.).

CUSTODY

ITEM 15

Management Fee Deduction

We do not take possession of or maintain custody of your funds or securities, but will simply monitor the holdings within your portfolio and trade your account based on your stated investment objectives and guidelines. Physical possession and custody of your funds and/or securities shall be maintained with TDA as indicated above in Item 12, "Brokerage Practices."

We are however defined as having custody since you have authorized us to deduct our advisory fees directly from your account. To protect you as well as to protect our advisory practice, we have implemented the following regulatory safeguards:

- ❖ We report to the regulatory authority (the Florida Office of Financial Regulation) having jurisdiction over our advisory practice that we have custody.
- ❖ Your funds and securities will be maintained with a qualified custodian (TDA) in a separate account in your name.
- ❖ Authorization to withdrawal our management fees directly from your account will be approved by you prior to engaging in any portfolio management services.
- ❖ At the time we notify TDA to withdrawal our quarterly fee from your account, we will send you a quarterly notice itemizing our fee. Itemization includes the formula used to calculate our fee, the amount of assets under management the fee is based on, and the time period covered by the fee.

TDA required by law to send you, at least quarterly, brokerage statements summarizing the specific investments currently held in your account, the value of your portfolio, and account transactions. You are encouraged to compare the financial data contained in our report and/or itemized fee notice with the financial information disclosed in your account statement from TDA to verify the accuracy and correctness of our reporting.

INVESTMENT DISCRETION

ITEM 16

Securities & Amount Bought or Sold

We have you complete our Investment Management Agreement which sets forth our authority to buy and sell securities in whatever amounts are determined to be appropriate for your account and whether such transactions are with, or without, your prior approval.

You may, at anytime, impose restrictions, in writing, on our discretionary authority (i.e., limit the types/amounts of particular securities purchased for your account, exclude the ability to purchase securities with an inverse relationship to the market, limit our use of leverage, etc.).

VOTING CLIENT SECURITIES

ITEM 17

We do not vote client proxies. You understand and agree that you retain the right to vote all proxies, which are solicited for securities held in your managed accounts. Any proxy solicitations inadvertently received by us will be immediately forwarded to you for your evaluation and decision.

However if you have specific questions regarding an action being solicited by the proxy that you do not understand or you want clarification, you may contact us and we will explain the particulars. Keep in mind we will not advise you in a direction to vote, that ultimate decision will be left to you.

FINANCIAL INFORMATION

ITEM 18

We are not required to include financial information in our Disclosure Brochure since we will not take physical custody of client funds or securities or bill client accounts six (6) months or more in advance for more than \$500.

In addition, we are not aware of any current financial conditions that are likely to impair our ability to meet our contractual commitments to you.

REQUIREMENTS FOR STATE-REGISTERED ADVISERS

ITEM 19

Information on each of our principal executive officers and management persons can be found in the attached "Brochure Supplements".

END OF DISCLOSURE BROCHURE

FORM ADV: PART 2B

BROCHURE SUPPLEMENT



Pearson Capital, Inc.

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Fax: 813.641.7755

SUPERVISION

Donald E. Pearson
Chief Compliance Officer

Phone: 813.641.7575
e-mail: pearsoncapital@aol.com

Mr. Pearson is responsible for the leadership and direction of our advisory practice as well as ensuring the investment activities are being performed to your expectations.

Your account will be reviewed on an ongoing basis by Mr. Pearson to ensure that your stated investment objectives and guidelines are being met. Any adjustments made to your account will be dictated by your risk tolerance and investment strategy.

BROCHURE SUPPLEMENT
DATED

1

**APRIL
2012**

This Brochure Supplement provides information about Donald E. Pearson that is an accompaniment to the Disclosure Brochure for our firm, Pearson Capital, Inc. You should have received both of these together as a complete disclosure packet. If you did not receive our Disclosure Brochure or if you should have questions about this Brochure Supplement for Mr. Pearson, you are welcome to contact us - our contact information is listed to the left.

Additional information about Pearson Capital, Inc. and Donald E. Pearson are also available on the SEC's website at www.adviserinfo.sec.gov.

Donald E. Pearson

CRD#: 3161464

Year of Birth: 1944

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Education

After high school multiple classes and credits were received in business management, marketing, and finance without a degree being earned. Mr. Pearson spent 30+ years in Coca-Cola management with the last 10 years working in Human Resources, training personnel on the 401k investment program. In addition, the 10+ years managing assets with Pearson Capital have been more than adequate experience to satisfy any educational requirements. Knowledge gained from hands-on training and experience can, in many cases, be far more beneficial than anything learned from a book.

Licenses

FINRA Exams: Series 65 - Uniform Investment Advisor Law Examination

Business Background

12/1998 - Present Pearson Capital, Inc.

Position: President, CEO & Chief Compliance Officer

11/1963 - 04/1999 Coca-Cola Bottling Company of N.E.

Position: Sales & Marketing

DISCIPLINARY INFORMATION

There are no legal or disciplinary events to report.

OTHER BUSINESS ACTIVITIES

Mr. Pearson is not involved in any other business activities. Full focus of his attention is directed to meeting your investment needs.

ADDITIONAL COMPENSATION

Mr. Pearson does not receive any economic benefit, sales awards, prizes or bonuses that are based on the number or amount of sales, client referrals, or from opening new accounts.

REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Mr. Pearson has not been the subject of any arbitration claim, civil litigation, self-regulatory organization/administrative proceeding, or bankruptcy petition at any time during the past ten years.