

**Part 2A of Form ADV: *Firm Brochure***

**Westover Capital Advisors, LLC**

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Dated March 18, 2018

This brochure provides information about the qualifications and business practices of Westover Capital Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 302-427-9600 or [hms@westovercapital.com](mailto:hms@westovercapital.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.

Additional information about Westover Capital Advisors, LLC 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. Our firm's CRD number is 126520. Registration does not imply any specific level of skill or training.

## Item 2 Material Changes

This Firm Disclosure Brochure, dated March 8, 2018, provides you with a summary of Westover Capital Advisors, LLC's ("Westover Capital Advisors" or "WCA") advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform clients of the revision(s) based on the nature of the information as follows.

*Annual Update:* We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. If our firm has made revisions that would affect a client's decision making when doing business with us, "material changes", we will provide our clients with either a summary of any materially revised information with an offer to deliver the fully revised Disclosure Brochure within 120 days of our FYE. Alternatively, we will provide you with our revised Disclosure Brochure that will include a summary of those changes in this Item. *Non-material* revisions are not delivered to clients, but can be viewed on the SEC Investment Adviser info site, as noted on the cover sheet of this brochure.

*Material Changes:* Should a material change in our operations occur, depending on its nature, we will promptly communicate this change to clients (and in this item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

The following summarizes new or revised disclosures based on information previously provided in our Firm Brochure dated March 18, 2017:

Our firm has no material changes to report. However, we are choosing to disclose that we have enhanced Item 15, Custody to disclose that new regulatory interpretations have included standing letters of authorization under custody.

To obtain our firm brochure and brochure supplements (information regarding each of our financial advisors), our Code of Ethics, or our Privacy Policy, please visit us at:

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## **Item 4    Advisory Business**

Westover Capital Advisors, LLC ("Westover" or "WCA") is an SEC-registered investment adviser with its principal place of business located in DE. Westover began conducting business in 1999.

Listed below are the firm's principal shareholders (i.e. those individuals and/or entities controlling 10% or more of this company).

- Harold Murray Sawyer, Jr. President
- Harold Murray Sawyer, III, VP

Westover Capital Advisors offers the following advisory services to our clients:

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

Our firm provides continuous advice to clients regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e. capital appreciation, income, growth and income, long-term growth or equity markets growth) as well as by tax considerations for taxable accounts. Clients may impose restrictions on investing in certain securities, types of securities, or industry sectors. However, any restrictions imposed by a client may adversely affect the composition and performance of the client's portfolio.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign issuers
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- Exchange Traded Funds (ETFs) and Mutual Fund Shares
- United States governmental securities
- Options contracts on securities
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when they are consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

## **WEALTH MANAGEMENT SERVICES**

Our firm also provides a variety of wealth management services for our existing clients.

### ***Financial Planning Services***

Upon client request, we will develop a financial plan for our client and his or her family. Included in the analysis may be subjects dealing with health care costs, choosing a strategy to maximize social security benefits, planning for retirement, demonstrating the impact of risks and loss tolerance to a financial plan, demonstrating the impact of market corrections, early death or unexpected costs and providing our clients with a plan to focus on their long term goals.

### ***Estate Planning Advice***

Being aware of our client's present and future financial needs and potential interest in establishing a financial legacy, we will assist in navigating the complexities of wealth transfer, helping to integrate client's vision into an estate plan. We will work with legal professionals and make recommendations for attorneys experienced in crafting appropriate legal documents to carry out our client's desires.

### ***Trust Services***

Should our client request and should we agree to undertake the assignment, the principals of Westover will serve as a personal trustee with regard to the accounts of the trust beneficiaries of client, and will provide fiduciary investment management advice to the trust. We will recommend tax professionals to prepare tax returns and trust administration and estate settlement services for the trust.

### ***Tax Minimization Strategies***

We will provide our in-depth understanding of client's individual tax needs, along with a knowledge of existing and proposed national and state tax policy to each engagement. Knowing that lawmakers can be capricious regarding tax policy, we will seek to be certain that our client's tax strategy is informed, forward looking and integrated with his or her overall wealth management plan. We will work with our client's tax attorneys and accountants to develop and craft a tax strategy which seeks to accomplish client's tax minimization objectives.

### ***Philanthropic Strategies***

We recognize that for some of our clients charitable giving fulfills goals of great personal importance, providing a powerful way to enrich the lives of the donor and beneficiary.

Whether the client wishes to establish or continue a tradition of giving, uniting a client's family around a common purpose is a matter we can assist them with. We have the experience to assist in conceptualizing and recommending various charitable instruments to accomplish our client's charitable goals.

### ***Bill Paying***

We will, upon request, provide online bill paying services to client. We will establish an account in client's name with client's permission to pay certain obligations of client.

## **FINANCIAL CONSULTING**

Clients can also receive investment and other financial and planning advice on a consulting basis for a fee. Some of the consulting services offered include investment advice regarding non-marketable securities, trust accounting, estate administration, preparation of legacy tax returns, and the preparation of Investment Policy Statements (IPS) outside of a relationship for portfolio management.

We gather necessary information through in-depth personal interviews and careful review of documents supplied by the client. The specific information gathered depends upon the service being provided. Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

## **AMOUNT OF MANAGED ASSETS**

As of 12/31/2017, we were actively managing \$ 237,120,684 of clients' assets on a discretionary basis and we provided no active management for clients on a non-discretionary basis.

## **Item 5 Fees and Compensation**

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO and WEALTH MANAGEMENT FEES**

Our annual fees for Investment Supervisory and Wealth Management Services are based upon a percentage of assets under management and generally range from 0.75% to 1.5%.

The annualized fee is generally charged as a percentage of assets under management, according to the following schedule:

<b><u>Assets Under Management</u></b>	<b><u>Annual Fee</u></b>
First \$3,000,000	1.50%
Next \$2,000,000	1.00%
Balance above \$5,000,000	0.75%

A minimum of \$1,000,000 of assets under management is recommended, but not required for Westover's investment advisory and wealth management services. Westover Capital Advisors may group certain related client accounts for the purposes of achieving the minimum account

size and determining the annualized fee.

**Limited Negotiability of Advisory Fees:** Although Westover Capital Advisors has established the aforementioned fee schedule, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client needs, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, as well as our wealth management advice rendered to our client regarding financial planning, estate planning, charitable planning, tax planning and retirement planning and the like. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounted fees, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

### **FEES FOR FINANCIAL CONSULTING**

Westover has a second fee in a limited number of cases for financial consulting. WCA's financial consulting fee will either be a fixed fee or will be billed on an hourly basis. It is a one-time transactional event. This fee will be determined based on the nature of the services being provided and the complexity of the client's circumstances. All fees for Financial Consulting whether fixed or hourly are agreed upon prior to entering into the assignment from the client. Clients are given an estimate of the fee for the specific services and may, at our election, be asked to provide a retainer of up to fifty percent of the estimated fee prior to the undertaking. The remaining amount of fees are billed in arrears at the completion of the assignment.

Those persons who subsequently engage our firm for ongoing investment and wealth management services and who are provided continuous consulting advice as part of our portfolio management services may have their financial consulting fees waived in our discretion.

There is no minimum fee for our financial consulting services and under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of such services being rendered.

**Fees Billed in Advance or Arrears:** Our advisory fees are charged in one of two ways as agreed upon with the client. All new client accounts are billed in advance:

- *In advance:* Advisory fees are billed in advance at the beginning of each calendar quarter based upon the asset value (market or fair market value in the absence of market value, plus any credit balance or minus any debit balance), of the client's account at the last trading day of the previous quarter.
- *In arrears:* Advisory fees are billed in arrears at the end of each calendar quarter based upon the asset value (market or fair market value in the absence of market value), at the last trading day of the client's account at quarter-end.

When authorized by the client, fees are debited from the account in accordance with the terms set forth in the Investment and Wealth Management Agreement.

## GENERAL INFORMATION

***Termination of the Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason upon receipt of **14** days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

***Mutual Fund/Exchange Traded Fund Fees:*** Westover Capital Advisors uses Exchange Traded Funds ("ETFs") and Mutual Funds on a very limited basis; the majority of client accounts do not hold any mutual funds because as a matter of practice WCA does not buy mutual funds. WCA will use ETFs on a limited but regular basis, generally for liquidity in the bond market and to acquire a position in the equity market in the international space, particularly the emerging market space. All fees paid to Westover Capital Advisors for investment advisory and wealth management services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee for mutual funds. If the mutual fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund or ETF directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

***Grandfathering of Minimum Account Requirements:*** Pre-existing advisory clients are subject to Westover's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

***ERISA Accounts:*** Westover Capital Advisors is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Westover Capital Advisors may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Westover Capital Advisors' advisory fees.



**Advisory Fees in General:** Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar, higher or lower fees.

**Limited Prepayment of Fees:** With the exception of the clients who are billed for services in advance as described herein in Item 5, we do not otherwise require or solicit payment of fees in advance of services rendered. In no case are fees paid more than \$1,200 six months in advance of services provided.

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

Westover Capital Advisors does not charge performance-based fees.

## **Item 7 Types of Clients**

Westover Capital Advisors provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High-Net-Worth individuals
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations, including foundations
- Trusts and estates

As previously disclosed in Item 5, our firm recommends a certain initial account minimum size in order to become one of our ongoing clients. For a more detailed understanding of our recommended minimums, please review the disclosures provided for that service. Although we ask clients to start accounts with this minimum, no minimum account size is required.

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

### **METHODS OF ANALYSIS**

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**Fundamental Analysis.** We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

**Charting.** In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

**Technical Analysis.** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

**Asset Allocation.** Rather than focusing solely on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. While clients choose a specific asset allocation model that calls for a certain mix of stocks, bonds, and cash that is appropriate for their risk tolerance, we will adjust those allocations within a certain range depending on market conditions.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

**Risks for all forms of analysis.** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

## **INVESTMENT STRATEGIES**

We use the following strategies in managing client accounts, if such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

**Long-term purchases.** We purchase securities with the idea of holding them in the client's account for a year or, more likely, longer than a year. We consider these to be "strategic" investments. Typically, we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short-term purchases.** In contrast to "strategic" investments, there are "tactical" investments. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically less than 18 months, sometimes less than a year). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy *involves* more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

**Option writing.** For a limited number of clients, we may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We use "covered calls", in which we sell an option on a security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

**Risk of Loss.** Security investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

***Investing in securities involves risk of loss that clients should be prepared to bear. Our forms of analysis and investment strategies do not assure profit or protect against loss.***

## **Item 9    Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

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

H. Murray Sawyer, Jr. has retired from the practice of law.

H. Murray Sawyer also serves as Chairman of a related group of two incorporating and corporate filing service companies he founded or co-founded, American Incorporators, Ltd. ("AIL") and Registered Agents Legal Services, LLC ("RALS"). Each provides business formation services and other corporate filing services to new business entities. Although not

likely to be needed by our investment clients, our firm would recommend either to our advisory clients if such services were needed by the client. This recommendation would present a conflict as associated persons of Mr. Sawyer as well as Mr. Sawyer would financially benefit from such recommendation were it to be followed. To mitigate this risk, we disclose this conflict to clients who are in need of such services and inform them that any recommendations made for services provided by AIL or RALS are strictly for the client's consideration and that clients are under no obligation to utilize either or to follow WCA's recommendations.

H. Murray Sawyer serves as an officer and board member for certain subsidiary holding companies of Anheuser-Busch Inbev SA ADR ("BUD"). A list of the holding companies is outlined in his ADV Part 2B Supplement which is provided initially to clients and which can be provided thereafter upon request. Individuals who serve as officers and board members are considered "insiders" or individuals who could possess material non-public information ("MNPI") about publicly traded companies. To avoid even the appearance of a conflict, Westover has put BUD and its related publicly traded securities on a restricted list. This presents a potential conflict of interest which impacts our clients because if the firm comes to possess MNPI as a result of our insider knowledge, WCA will be prevented from trading in the securities of BUD when it might otherwise be in the client's best interests to do so while in possession of MNPI or until the MNPI has become widely disseminated to the public and is no longer considered MNPI.

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

Our firm has adopted a Code of Ethics, which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Westover Capital Advisors and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Westover Capital Advisors' Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [catherine@westovercapital.com](mailto:catherine@westovercapital.com), or by calling us at 302-427-9600.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees 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.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. Our firm requires prior approval for any IPO, hedge funds, or private placement investments by related persons of the firm.
4. In order to monitor trading, trades for clients and access persons are entered through a central trading desk.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All of our principals and employees must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
8. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
9. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
10. Any individual who violates any of the above restrictions may be subject to termination.

## **Client Trading**

### ***Internal and Agency Cross Trades***

To the extent permitted by law, and in-line with a client's investment guidelines, WCA may engage in "cross trades" where, as an investment manager to a client account, WCA will cause that advisory client account to purchase a security from another advisory client account without interpositioning a broker-dealer. This might be done in an effort to reduce transaction costs, increase execution efficiency and capitalize on timing opportunities. Cross transactions present a conflict of interest because WCA represents the interests of both the selling account and the buying account in the same transaction. As a result, clients for whom WCA executes cross trades bear the risk that our counterparty to the cross trade may be treated more favorably by us, particularly in cases where the first party pays WCA higher management fees. Additionally, there is a risk that the price of a security bought or sold through a cross trade may not be as favorable as it might have been executed in the open market. See Item 12 "Brokerage Practices" for information on WCA's policies and procedures related to cross trades. When we permit internal cross transactions, WCA takes care to ensure that no client is disadvantaged in the trade.

Although WCA will permit internal cross transactions, the firm does not permit agency cross transactions.

### ***Principal Trades***

Our firm does not permit principal transactions.

### **Conflicts Related to Information Known by WCA**

Certain officers and managers of WCA may come into possession of material, non-public information. Under applicable law, WCA is prohibited from improperly disclosing or using such information, including for the benefit of a client. WCA maintains policies and procedures that preclude trading on the basis of, or taking any other action to take advantage of material non-public information. These procedures may limit WCA from being able to purchase securities of the issuer to whom the material, non-public information pertains, rendering illiquid any such security that may already be held in a client's account until such time as the ban on trading is lifted.

## **Item 12 Brokerage Practices**

### ***Investment or Brokerage Discretion***

Pursuant to and subject to limitations of the agreements under which WCA provides investment advisory services, Westover has the authority to determine, without obtaining specific client consent, the securities to be bought and sold for client accounts, including the amounts of such securities, the price at which to execute the transaction and to negotiate transaction costs.

### ***Principal Custodians and Broker-Dealers***

Westover Capital Advisors recommends the use of one principal custodian for its clients,

which is TD Ameritrade Institutional. (TDAI).

TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Advisor receives some benefits from TD Ameritrade through its participation in the Program.

Westover permits its clients to select and to direct the custodian and broker-dealer of its choice. Nevertheless, Westover will generally recommend TDAI for custody and brokerage services for the reasons outlined hereinafter, among others. Advisor has negotiated commissions and fees and charges for its clients which are generally less than those charged to retail TD Ameritrade clients for the same or similar services.

### ***Directed Brokerage***

Should our client direct us to employ a broker other than TDAI our client will be advised that:

- 1) We may have an inability under those circumstances to negotiate commissions;
- 2) We may have an inability to obtain volume discounts;
- 3) There may be a disparity in commission charges amongst clients represented by us;

### ***Trading Away***

TDAI allows trade execution through broker/dealers other than TD Ameritrade, Inc. (TDAI) a process called "trading away." Trades executed through TDAI are still charged a discounted commission as in years past, TDAI generally being slightly less expensive. Trades executed through another broker are charged a flat fee by TDAI in addition to the commission we negotiate with the executing broker. We will continue to evaluate other broker/dealers as potential trading partners and may select them based on the unusual value they add for our clients.

We occasionally execute trades through Bloomberg Tradebook. We have negotiated a per share commission cost for those trades for our clients that is less than that which is charged by TDAI. This is a so-called "soft dollar" relationship wherein a portion of Bloomberg's commission cost is applied as a credit to our quarterly Bloomberg terminal fees. We use Bloomberg as a research, tracking, and trading tool for equities and bonds so all clients benefit from this service, not just those whose trades were executed through Bloomberg Tradebook.

### ***Fixed Income Trades***

Almost all fixed income instruments trade at a bid/ask spread and without an explicit brokerage charge. Accordingly, while there is not a formal trading expense or commission, clients will bear the implicit trading costs reflected in these spreads.

### ***Aggregated Trades***

Westover Capital Advisors will aggregate trades where possible and when it appears advantageous to clients. Aggregating 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 in any such block.

Aggregated trading may allow us to execute equity trades in a timelier, more equitable

manner and at an average share price. Westover will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. WCA's aggregate "block" trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Westover Capital Advisors or our firm's order allocation policy.
- 2) The Chief Investment Officer must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The Chief Investment Officer must reasonably believe that the order aggregation will benefit and will enable Westover to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution as well as the best net price.
- 4) Prior to the entry of an aggregated order, an electronic record is generated which identifies each client account participating in the order and the proposed allocation of the order upon completion of the transaction to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 6) Generally, the shares of each client's security that is a part of the aggregated order are carried at the average price for all shares which fill the order. The commission costs are borne on a pro rata basis in proportion to the client's participation. Transaction costs may be based on the number of shares traded in the account for each client or on a flat per trade cost irrespective of shares if the latter is less expensive to the client.
- 7) Funds and securities for aggregated orders are clearly identified on Westover's records and to the broker-dealers or other intermediaries handling the transactions by the appropriate account numbers for each participating client.
- 8) No client or account will be favored over another.

### **Internal Cross Trades**

As previously discussed in Item 11, WCA may engage in internal cross trades. Internal cross trades can benefit clients because the practice of cross-trading securities between internal advisory client accounts without exposing the security to the market, thereby saving transaction and market costs that would otherwise be paid to executing broker/dealers.



However, these types of transactions also pose substantial risks to clients due to the inherent conflicts of interest that are posed to our firm. WCA must act as a fiduciary to both the buy and sell side clients. Therefore, we must seek to obtain best execution for both buying and selling clients. To mitigate this risk, we provide disclosures to clients prior to the transaction, which outline the terms of the transaction and obtain client consent prior to executing the transaction. In addition, our firm has written policies and procedures (which include a prohibition on interpositioning a broker/dealer) as to what procedures it will follow while executing an internal cross transaction so that no client is disadvantaged as a result of a cross transaction. In addition, our firm does not permit cross trading in ERISA accounts or with registered investment companies.

### ***General TDAI Platform Benefit.***

As disclosed above, Advisor participates in TD Ameritrade's institutional customer program and Advisor may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between Westover's participation in the program and the investment advice it gives to its clients, although Advisor may receive economic benefits through its participation in the program that are typically not available to TD Ameritrade's retail investors.

These benefits may 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 trading desk serving Advisor participants; access to block trading which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts; the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Advisor by third party vendors.

TD Ameritrade may also offer to pay for business consulting and professional services received by Advisor's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Advisor but may not benefit its client accounts. These products or services may assist Westover in managing and administering client accounts, including accounts not maintained at TD Ameritrade.

Other services made available by TD Ameritrade are intended to help Advisor manage and further develop its business enterprise. The benefits received by Westover or our personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Westover endeavors at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Westover's choice of TD Ameritrade for custody and brokerage services.

In addition, TDAI allows Advisor to view all of the accounts held there under one login and also allows execution of trades through their online platforms. Clients receive monthly statements from their custodians, including TDAI, and are able to establish unique logins with those custodians to view their account information online.

## **Item 13    Review of Accounts**

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

**REVIEWS:** While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are generally reviewed at least quarterly. 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, or the market, political or economic environment.

These accounts are reviewed by H. Murray Sawyer, Jr. and/or H. M. Sawyer, III or their designee.

**REPORTS:** Clients receive statements and confirmations of transactions from their broker-dealer and may receive annual performance reports from their broker-dealer. We have implemented a cloud-based portfolio management, trading, and CRM system, managed by Tamarac. In addition to increasing our firm's efficiency at managing client portfolios and relationships, this allows us to produce reports and create online access for our clients. We seek to produce our performance-based reports on a quarterly basis.

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

Although Westover has never done so, under certain circumstances, WCA might pay individuals for referring new clients to the firm. When entering into such arrangements, we would adhere to regulations outlined in the Investment Adviser's Act of 1940 Rule 206(4)-3 which imposes the following requirements:

- No fee may be paid to a person who has been subject to any statutory disqualification
- WCA must enter into a written contract between the solicitor or referring party and our firm prior to any client referrals being accepted
- The referring party must provide each prospective client with a copy of our ADV Firm Disclosure Brochures and a separate referral disclosure statement
- WCA must receive from the referred client, prior to or at the time of entering into an agreement, a signed and dated acknowledgement of the client's receipt of the Firm Disclosure Brochure and the separate referral disclosure statement.

It is Westover Capital Advisors' policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

The relationship between TDAI and Westover provides us with certain benefits noted in Item 12.

Our receipt of these services does not diminish our duty to act in the best interests of our clients, including the duty to seek the best execution of trades for our clients.

## **Item 15    Custody**

All clients must hold assets at a qualified custodian of their choosing, as WCA does not hold client assets. Our firm does have certain authorities which would constitute custody as interpreted by regulatory organizations. WCA will outline them as follows:

Due to recent new regulatory interpretations, WCA is deemed to custody when clients provide us written authorization to direct the qualified custodian to send funds from the client's account to a third party.

In addition, we previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

Certain members of management have been appointed trustee of WCA client accounts. Their duties are, in the capacity of trustee, to carry out the instructions set forth in the trust documents for the benefit of the named beneficiary or beneficiaries.

Finally, our firm provides bill paying services to specific clients. In the aforementioned instances, under Rule 206(4)2 of the Investment Advisors Act of 1940, WCA is deemed to have custody of accounts for which it has obtained authority to pay bills or act as trustee. These accounts will be custodied at an unaffiliated qualified custodian for the client under the client's name. The client will be notified in writing that an account has been opened. Account statements will be sent by the qualified custodian to the client at least quarterly.

Advisors deemed to have custody of client's fund or securities are required to obtain a surprise annual examination of client assets by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board ("PCAOB"). Westover Capital Advisors has entered into an agreement with an approved PCAOB independent public accountant to complete a surprise audit within 180 days of the advisor having custody. The independent accountant must file its certificate on Form ADV-E with the SEC within 120 days of the commencement of the examination.

## **Item 16 Investment Discretion**

Clients hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend

such limitations by once again providing us with written instructions.

At a client's request, WCA may also enter into non-discretionary agreements that require client consultation/approval prior to enacting purchase or sale of securities for the account.

## **Item 17 Voting Client Securities**

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

Depending on the issue, we may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

## **Item 18 Financial Information**

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement. WCA believes that its financial condition is sound and not likely to impair our ability to meet contractual commitments to clients.

As an advisory firm that maintains discretionary authority for client accounts and is deemed to have custody over certain client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Westover Capital Advisors has no additional financial circumstances to report.

Westover Capital Advisors has not been the subject of a bankruptcy petition at any time during the past ten years.

**Part 2B of Form ADV: *Brochure Supplement***

Harold Murray Sawyer, Jr.  
1013 Centre Road, #405  
Wilmington, DE 19805  
302-427-9600

Westover Capital Advisors, LLC

Wilmington, DE 19805

March 18, 2018

This brochure supplement provides information about Harold Murray Sawyer, Jr. that supplements the Westover Capital Advisors, LLC brochure. You should have received a copy of that brochure. Please contact Murray Sawyer if you did not receive Westover Capital Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Harold Murray Sawyer, Jr. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 Educational, Background and Business Experience**

**Full Legal Name:** Harold Murray Sawyer, Jr.      **Born:** 1946

### **Education:**

- University of North Carolina at Chapel Hill; BA, American Studies; 1968
- Vanderbilt University; JD; 1971

### **Business Experience**

- Richards, Layton & Finger, PA; Associate; from 12/1971 to 2/1972
- State of Delaware; Deputy Attorney General; from 3/1972 to 9/1973
- Berg, Komissaroff & Sawyer, PA; Partner; from 10/1973 to 12/1977
- Sawyer, Akin & Herron, PA (or its predecessor firms); Founding Partner; from 1/1978 to 9/2002
- H. Murray Sawyer, Jr.; Attorney at law, solo practice; from 10/2002 to 12/2011
- The RAL Group, LLC; Chairman; from 1/1979 to Present
- Westover Capital Advisors; President & CIO; from 11/1999 to Present

## **Item 3 Disciplinary Information**

Harold Murray Sawyer, Jr. has no reportable disciplinary history.

## **Item 4 Other Business Activities**

### **A. Investment-Related Activities**

1. Murray Sawyer is not engaged in any other investment-related activities.
2. Murray Sawyer does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

### **B. Non-Investment-Related Activities**

Murray Sawyer is a retired attorney.

H. Murray Sawyer also serves as Chairman of a related group of two incorporating and corporate filing service companies he founded or co-founded, American Incorporators, Ltd. ("AIL") and Registered Agents Legal Services, LLC ("RALS"). Each provides business formation services and other corporate filing services to new business entities. Although not likely to be needed by our investment clients, our firm would recommend either to our advisory clients if such services were needed by the client. This recommendation would present a conflict as associated persons of Mr. Sawyer as well as Mr. Sawyer would

financially benefit from such recommendation were it to be followed. To mitigate this risk, we disclose this conflict to clients who are in need of such services and inform them that any recommendations made for services provided by AIL or RALS are strictly for the client's consideration and that clients are under no obligation to utilize either or to follow WCA's recommendations.

H. Murray Sawyer serves as an officers and board members for certain subsidiary holding companies of Anheuser-Busch Inbev SA ADR ("BUD"). A list of the holdings companies is outlined in his ADV Part 2B Supplement which is provided initially to clients and which can be provided thereafter upon request. Individuals who serve as officers and board-members are considered "insiders" or individuals who could possess material non-public information ("MNPI") about publicly traded companies. To avoid even the appearance of a conflict, Westover has put BUD and its related publicly traded securities on a restricted list. This presents a potential conflict of interest which impacts our clients because if the firm comes to possess MNPI as a result of our insider knowledge, WCA will be prevented from trading in the securities of BUD when it might otherwise be in the client's best interests to do so while in possession of MNPI or until the MNPI has become widely disseminated to the public and is no longer considered MNPI.

## **Item 5 Additional Compensation**

Murray Sawyer does not receive any economic benefit from a non-advisory client for the provision of advisory services.

## **Item 6 Supervision**

**Supervision:** Catherine Crepack

**Title:** Chief Compliance Officer

**Phone Number:** 302-427-9600

As Chief Compliance Officer of Westover Capital Advisors, LLC, Ms. Crepack is primarily responsible for overseeing compliance of the firm and adequacy of the firm's policies and procedures. Mr. Harold Murray "Chip" Sawyer, III is responsible for formulation and monitoring of investment advice offered to Advisor's clients. Said investment advice is subject to further review and assent by the President. Chip Sawyer reviews and oversees all material investment policy changes and conducts periodic testing to ensure that client objectives and mandates are met.

**Part 2B of Form ADV: *Brochure Supplement***

Harold Murray Sawyer, III  
1013 Centre Road, #405  
Wilmington, DE 19805  
302-427-8080

Westover Capital Advisors, LLC

Wilmington, DE 19805

March 18, 2017

This brochure supplement provides information about Harold Murray Sawyer, III that supplements the Westover Capital Advisors, LLC brochure. You should have received a copy of that brochure. Please contact Murray Sawyer if you did not receive Westover Capital Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Harold Murray Sawyer, III is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)



## Item 2 Educational, Background and Business Experience

**Full Legal Name:** Harold Murray Sawyer, III      **Born:** 1975

### Education:

- University of North Carolina at Chapel Hill; BS, Psychology; 1997
- University of North Carolina at Chapel Hill; MBA, with honors; 2004

### Business Experience

- Jurika & Voyles; Equity Trader; from 09/1997 to 05/2002
- Tucker Capital Management; Research Analyst; from 06/2003 to 05/2008
- Westover Capital Advisors, LLC; Vice President & CCO; from 6/2008 to Present

### Designations

Harold Murray “Chip” Sawyer, III has earned the following designation(s) and is in good standing with the granting authority

- CFA; CFA Institute; 2004

## CFA Charter Financial Advisor Statement for SEC Form ADV

*The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.*

*There are currently more than 90,000 CFA charter holders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.*

### High Ethical Standards

*The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charter holders to:*

- *Place their clients' interests ahead of their own*
- *Maintain independence and objectivity*
- *Act with integrity*
- *Maintain and improve their professional competence*
- *Disclose conflicts of interest and legal matters*

### Global Recognition

*Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charter holders—often making the charter a prerequisite for employment.*

*Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.*

**Comprehensive and Current Knowledge**

*The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.*

*The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.*

*To learn more about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).*

**Item 3 Disciplinary Information**

Chip Sawyer has no reportable disciplinary history.

**Item 4 Other Business Activities****A. Investment-Related Activities**

1. Chip Sawyer is not engaged in any other investment-related activities.
2. Chip Sawyer does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

**B. Non-Investment-Related Activities**

Chip Sawyer is not engaged in any other business or occupation that involves a substantial amount of his time.

**Item 5 Additional Compensation**

Chip Sawyer does not receive any economic benefit from a non-advisory client for the provision of advisory services.

**Item 6 Supervision**

**Supervision:** Catherine Crepack

**Title:** Chief Compliance Officer

**Phone Number:** 302-427-9600

As Chief Compliance Officer of Westover Capital Advisors, LLC, Ms. Crepack is primarily responsible for overseeing compliance of the firm and adequacy of the firm's policies and procedures. Mr. Harold Murray "Chip" Sawyer, III is responsible for formulation and monitoring of investment advice offered to Advisor's clients. Said investment advice is subject to further review and assent by the President. Chip Sawyer reviews and oversees all material investment policy changes and conducts periodic testing to ensure that client objectives and mandates are met.

**Part 2B of Form ADV: *Brochure Supplement***

Matthew C. Beardwood  
1013 Centre Road, #405  
Wilmington, DE 19805  
302-633-4040

**Westover Capital Advisors, LLC**

Wilmington, DE 19805

March 18, 2017

This brochure supplement provides information about Matthew C. Beardwood that supplements the Westover Capital Advisors, LLC brochure. You should have received a copy of that brochure. Please contact Murray Sawyer if you did not receive Westover Capital Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Matthew C. Beardwood's CRD # is 3084318 and is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)

## **Item 2 Educational, Background and Business Experience**

**Full Legal Name:** Matthew C. Beardwood

**Born:** 1971

### **Education:**

- Hobart College, BS, Political Science with minor Sociology, 1994

### **Business Experience**

- Westover Capital Advisors, LLC, Director of Wealth Management, 12/2016 to Present
- Glenmede, Business Development Director, 01/2012 to 12/2016
- Valley Forge Asset Management Corp; Senior Vice President, Regional Manager and Managing Director, 11/2010 to 1/2012

## **Item 3 Disciplinary Information**

Matthew C. Beardwood has no reportable disciplinary history.

## **Item 4 Other Business Activities**

### **A. Investment-Related Activities**

1. Matthew C. Beardwood is not engaged in any other investment-related activities.
2. Matthew C. Beardwood does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

### **B. Non-Investment-Related Activities**

Matthew C. Beardwood is not engaged in any other business or occupation that involves a substantial amount of his time.

## **Item 5 Additional Compensation**

Matthew C. Beardwood does not receive any economic benefit from a non-advisory client for the provision of advisory services.

## **Item 6 Supervision**

**Supervision:** Catherine Crepack

**Title:** Chief Compliance Officer

**Phone Number:** 302-427-9600

As Chief Compliance Officer of Westover Capital Advisors, LLC, Ms. Crepack is primarily responsible for overseeing compliance of the firm and adequacy of the firm's policies and procedures. Mr. Harold Murray "Chip" Sawyer, III is responsible for formulation and monitoring of investment advice offered to Advisor's clients. Said investment advice is subject to further review and assent by the President. Chip Sawyer reviews and oversees all material investment policy changes and conducts periodic testing to ensure that client objectives and mandates are met.