

Part 2A of Form ADV: *Firm Brochure*

Westover Capital Advisors, LLC

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03/10/2015

Amended October 16, 2015

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. 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. 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 10, 2015, and amended in October 2015, 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 it will be summarized 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 3/10/2015

Item 12 – We have identified our participation in the TD Ameritrade Institutional (TDAI) program and the benefits for clients in selecting TD Ameritrade (TDA) as its custodian

Item 14 – We have identified the economic benefits provided to Advisor by TDA

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:

Westover Capital Advisors, LLC.
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Wilmington, DE 19805

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Item 4 Advisory Business

Westover Capital Advisors (Westover) is a SEC-registered investment adviser with its principal place of business located in DE. Westover Capital Advisors 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 & CCO

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

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous advice to a client 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 or non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

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
- 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 consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

AMOUNT OF MANAGED ASSETS

As of 12/31/2014, we were actively managing \$ 178,209,205 of clients' assets on a discretionary basis and \$0 of clients' assets on a non-discretionary basis.

Item 5 Fees and Compensation

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT FEES

Our annual fees for Investment Supervisory Services are based upon a percentage of assets under management and generally range from 1.0% to 1.5%.

The annualized fee for Investment Supervisory Services is charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fee</u>
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 required for this service. This account size may be negotiable under certain circumstances. 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(s), 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, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. 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.

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

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 equity at the end 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), 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 Client 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 mutual funds on a very limited basis; the majority of client accounts do not hold any mutual funds. All fees paid to Westover Capital Advisors for investment advisory 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 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 Capital Advisors' 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 or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

As previously disclosed in Item 5, our firm has established certain minimum account requirements to maintain an account, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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, provided that 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. Securities 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.

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. Aside from acting as an investment advisor, Westover Capital Advisors has no other financial industry affiliations or activities.

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 hms@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.

It is the policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

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.
1. 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.

2. It is the policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
3. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
4. 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.
5. We have established procedures for the maintenance of all required books and records.
6. Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
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.

Item 12 Brokerage Practices

Principal Custodians and Broker-Dealers. Westover Capital Advisors uses several custodians for clients, but the vast majority of accounts were held with Merrill Lynch's Institutional Money Manager Services (MMS) as of September 30, 2015. Thereafter the principal custodian for Westover's clients became TD Ameritrade, Inc. (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 or Merrill Lynch clients for the same or similar services.

Directed Brokerage. Should our client direct us to employ a broker other than TDAI or MMS 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 and MMS allow trade execution through broker/dealers other than TD Ameritrade, Inc. (TDA) and Merrill Lynch (ML), a process called “trading away.” Trades executed through TDA or ML are still charged a discounted commission as in years past, TDA generally being slightly less expensive. Trades executed through another broker are charged a flat fee by TDA and ML, in addition to the commission we negotiate with the executing broker. We will continue to evaluate other broker/dealers as potential trading partners and will select them based on the value they add for our clients.

We occasionally execute trades through Bloomberg Tradebook. We have negotiated a per share commission cost for our clients that is less than that charged by either TDAI or MMS. This is a soft dollar relationship where 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 who executed through Bloomberg Tradebook.

Block Trades. Westover Capital Advisors will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Westover Capital Advisors 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. Westover Capital Advisors' 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 trading desk in concert with the portfolio manager 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 portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Westover Capital Advisors 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 the 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 entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, 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, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.

7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.

8) Funds and securities for aggregated orders are clearly identified on Westover Capital Advisors' records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

9) No client or account will be favored over another.

General Platform Benefit. As disclosed above, Westover participates in TD Ameritrade's institutional customer program and our firm 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 our firm may receive economic benefits through its participation in the program that are typically not available to TD Ameritrade 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 our firm 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 and MMS allow us 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, and are able to establish unique logins with those custodians to view their account information online.

Potential Conflict of Interest. Westover's receipt of additional services raises potential conflicts of interest. In providing these additional services to Westover, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, Advisor's client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with our firm, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the additional services from TD Ameritrade, Westover may have an incentive to recommend to its clients that the assets under management by our firm be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. Westover's receipt of additional services does not diminish its duty to act in the best interests of its clients, including the obligation to seek best execution of trades for client accounts.

Westover has received the promise of a *de minimus* economic benefit from TDA as set forth in Item 14. It is referred to as the "Additional Services Program".

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 reviewed at least monthly. 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.

REPORTS: Clients receive statements and confirmations of transactions from their broker-dealer and may receive annual performance reports from their broker-dealer. We are implementing 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 will allow us to produce reports and create online access for our clients.

Item 14 Client Referrals and Other Compensation

Currently, it is Westover Capital Advisors' policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

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/TDA and Westover provides us with certain benefits.

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 trading desk serving Advisor participants; access to block trading which provides the ability to aggregate securities transactions for execution and then allocation of the appropriate shares to our client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transactions fees and to certain institutional money managers; and the potential for discounts on compliance marketing, research, technology, and practice management products or services provided to us by third party vendors.

Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts including accounts not maintained at TD Ameritrade.

Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by us or our personnel through participation in the program do not depend on the amount of the brokerage transactions directed to TD Ameritrade.

As part of our fiduciary duties to our clients, Westover endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by us or our related persons may in and of itself create a potential conflict of interest and has the capacity to indirectly influence the our choice of TD Ameritrade for custody and brokerage services.

Moreover, and as mentioned in Item 12 Westover has received additional economic benefits from TDA. The Additional Services received from TDAI by Westover will partially offset the charges to Westover of third party vendors, Envestnet/Tamarac and Bloomberg for a limited period of time. The dollar value of the benefit is approximately one-half of one percent of the gross revenues anticipated to be generated by Westover for the year 2015. Such benefits may or may not be offered by TDAI to other independent investment advisors.

Our receipt of these additional 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 or clients.

Item 15 Custody

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, 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' 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 may 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.

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.

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

03/10/2015

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 Chip 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

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 and the chairman of a group of incorporating companies. His chairmanship provides additional compensation and involves some of his time. However, the large majority of his time is spent on WCA advisory activities.

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

Supervisor: Harold Murray Sawyer, Jr.

Title: President and CIO

Phone Number: 302-427-9600

As President of Westover Capital Advisors, LLC, Mr. Sawyer is responsible for all supervision, formulation and monitoring of investment advice offered to clients. Mr. 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

03/10/2015

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 Chip 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

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.

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: Harold Murray Sawyer, Jr.

Title: President and CIO

Phone Number: 302-427-9600

As President of Westover Capital Advisors, LLC, Mr. Sawyer is responsible for all supervision, formulation and monitoring of investment advice offered to clients. Mr. Sawyer reviews and oversees all material investment policy changes and conducts periodic testing to ensure that client objectives and mandates are met.

