

Part 2A of Form ADV: Firm *Brochure*

Item 1 Cover Page

December 19, 2013

This brochure provides information about the qualifications and business practices of Grossman Financial Management. If you have any questions about the contents of this brochure, please contact us at (707) 745-8756 and/or lawrence@grossmanfinancial.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 Grossman Financial Management also is available on the SEC's website at www.adviserinfo.sec.gov.

Our Name and Address:

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Item 2 Material Changes

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

There are material changes to Items 4, 5, 6, 8 and 19 since our last annual updated Firm Brochure, dated March 20, 2013. We only refer to material changes here, not minor ones. If you have questions about any of the information, please contact us.

Item 3 Table of Contents

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Item 4 Advisory Business

This item gives you information about our advisory business.

We are licensed by the State of California Department of Business Oversight as an Investment Adviser.

We began business as an investment adviser in January 1998. Our sole owner is Lawrence I. Grossman.

The amount of non-discretionary client assets we were managing as of 12/31/12 was 4 accounts totaling \$ 1,582,479 and the amount of discretionary client assets we were managing on that date was 522 accounts totaling \$ 93,606,494.

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

Stocks and bonds listed on an exchange or traded over-the counter, foreign securities, corporate debt, commercial paper, US government securities, options on securities and commodities, futures in both tangibles and intangibles, limited partnerships investing in real estate or in oil and gas interests, municipal bonds, certificates of deposit and mutual funds

We may furnish investment supervisory services and other similar services to you in the following manner (subject to your prior acceptance): We will monitor your situation at least monthly throughout the year and call you as necessary. We will also review your accounts and call you quarterly and meet with you annually to go into your situation in greater depth.

We may accept a limited power of attorney from you giving us the discretion to execute transactions. If you give us this discretion you may not impose restrictions on investing in certain securities or types of securities. We will discuss this with you before you give us this discretion.

We generally tailor advisory services to your individual needs, most often as stated in a financial plan.

We will furnish investment advice or financial plans through consultations. The first meeting will be free, as it is essentially a fact-finding session. In all cases you will have the option of agreeing to or not agreeing to the fee before work is undertaken on your behalf. We will use other professionals such as your attorney or accountant as necessary in working for you, with your prior approval.

We may furnish advice regarding securities through speaking engagements.

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

We do not participate in any wrap fee programs.

Item 5 Fees and Compensation

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

You will be billed for investment supervisory services at the beginning of each quarter. The compensation rate is based on the following Yearly Fee Schedule for Asset Allocation Service (prorated quarterly and based on the assets at the end of the last period; the rate for the highest asset balance is used for all the charge):

Account Balance	Account Base	Rate on Amount	
		Base Fee	Over Base
Up to \$ 250,000		\$ 2,750	
\$ 250,001 to \$ 500,000	\$ 250,000	\$ 2,750	0.83%
\$ 500,001 to \$ 750,000	\$ 500,000	\$ 4,375	0.66%
\$ 750,001 to \$ 1,000,000	\$ 750,000	\$ 6,450	0.49%
\$ 1,000,001 to \$ 1,500,000	\$ 1,000,000	\$ 7,675	0.33%
\$ 1,500,001 to \$ 2,000,000	\$ 1,500,000	\$ 9,325	0.22%
Over \$ 2,000,000	\$ 2,000,000	\$ 10,425	0.11%

The base fee is determined by the Account Base amount. For example, if your Account Balance is \$800,000, your Account Base would be \$750,000. The Base Fee would then be \$6,450. The Over Base calculation would be this: $\$800,000 - \$750,000 = \$50,000$ and $\$50,000 \times 0.49\% = \245 . Thus your total fee would be $\$6,450 + \$245 = \$6,695$. The quarterly fee would be \$6,695 divided by 4, or \$1,673.75

We will furnish investment advice or financial plans through consultations. The first meeting will be free, as it is essentially a fact-finding session. In all cases you will have the option of agreeing to or not agreeing to the fee before work is undertaken on your behalf.

The fees we charge for investment advice or financial plans through consultations will either be a fixed fee or an hourly fee. Fixed fees will be determined by us in advance based on a determination of the work to be done and calculated at an hourly rate of \$250. Hourly fees will be in the range of \$250.

Charges will also include any out-of-pocket expenses, and will be payable 50% at the beginning of the engagement and the balance when the advice or plan is presented.

Either party may terminate a contract at any time by written notice to the other delivered either personally or by mail. You will receive a refund pro-rated by days for services. You will receive a full refund if dissatisfied with our work. Otherwise, if you cancel at your own option, upon receipt of a written explanation of the reason, you would receive a pro-rata refund for any work not done. In either case, you will be charged for our out-of-pocket expenses. Upon termination, we will summarize all work done, and you shall have access to work done up to that point. Refund does not apply for speaking engagements.

Fees are not negotiable. All fees are subject to change. We will give you sixty days notice of any fee change.

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

Lower fees for comparable services may be available from other sources.

You may pay additional fees to others in connection with your investments, such as 12b-1 and other mutual fund expenses, brokerage and other transaction costs to the executing broker, custodial fees and so on. Lower fees for comparable services may be available from other sources.

You do not have to use our advice or the brokers or custodians we suggest but may use other brokers to purchase products.

(Please also see Item 12 for additional information.)

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

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

We do not charge Performance-Based Fees

Item 7 Types of Clients

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

We provide investment advice to individuals (including high net worth individuals), pension and profit sharing plans, trusts and estates.

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

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

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

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

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

There is always SOME risk connected with investing. This is true whether you are investing in securities, certificates of deposit or in any other type of investment. There is risk of loss of principal and also risk of loss of purchasing ("buying") power. We attempt to do our best to help our clients mitigate both risks over time. You must be prepared to accept these risks. One way to lessen risk is to diversify your investment portfolio so that when some fall in value others may rise in value. Part of our job as your investment advisor is to help you understand and manage this risk.

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

Credit risk

The issuer of a security in which you invest, either directly or through a mutual fund, may default (may be unable to pay the principal or to make interest payments, or otherwise fulfill its obligations to investors) or in some cases may even decide to stop or reduce dividends. If the issuer of your security falls out of favor or has its credit rating cut, the price could fall and you could lose money if you need to sell before maturity.

If the issuer goes bankrupt, you could lose it all. The value of bonds is in part a function of the credit worthiness of the issuer. Changes in the issuer's credit worthiness can result in changes in the market value of the bonds.

Economic risk

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

Foreign exchange risk.

If you invest in a foreign security, you will be subject to risk associated with the changing international value of the US dollar as well as the value of the foreign currency associated with the investment.

Inflation Risk

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

Interest rate risk.

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

Liquidity risk.

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

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

Management risk

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

If you are investing and utilize the services of a manager, there is no guarantee that the techniques, risk analysis and other matters will produce the desired results that you are seeking.

Market risk.

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

Revenue Risk

Bonds, such as municipal bonds, that are dependent on revenue streams from specific projects such as toll roads and bridges may rely on the ability of the project to meet revenue projections for debt servicing obligations projections (note that many municipal bonds are backed by the taxing authority of the issuer, rather than a revenue source as outlined here). Some projects are not successful in this regard and that may result in some forms of loss for investors in such bonds.

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

Volatility Risk

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

Item 9 Disciplinary Information

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

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

Item 10 Other Financial Industry Activities and Affiliations

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

Our only business is giving investment advice.

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

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

We have a Code of Ethics that requires all of our personnel to conduct business with the highest level of ethical standards, keeping in mind at all time our fiduciary duties to you and our other clients. This means we have a duty to exercise our authority and responsibility for the benefit of you and our other clients, to place your interests and those of our other clients first. We will not disclose any nonpublic personal information about you to any nonaffiliated third party unless you expressly give permission to us to do so.

We and our personnel will not attempt to defraud, make any untrue statement of a material fact, omit to state a material fact necessary in order to make a statement true, engage in any fraudulent or deceitful act, practice or course of business or engage in any manipulative practices. We will disclose potential and actual conflicts of interest to you.

We shall only recommend those investments that we have a reasonable basis for believing are suitable for you, based upon your particular situation and circumstances.

Our Chief Compliance Officer will be responsible for supervising the activities of all our personnel by establishing procedures to prevent and detect violations of the law, analyzing our operations and controls to ensure compliance with securities laws, ensuring that all our advisory personnel fully understand the our policies and procedures, establishing policies and procedures governing personal security transactions, and establishing an annual review system to assure that the our policies and procedures are effective and are being followed.

We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Item 12 Brokerage Practices

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

We suggest discount brokers for the services we provide for you based upon the size of commission discounts when compared to full service brokers, and our opinion of the relative quality of service, types of reports and other materials furnished to you and to us by the brokers, and the stability afforded by the recommended broker's financial condition and general reputation in the investment community. You are under no obligation to act on any recommendation of ours, and further, are under no obligation to effect any trades through any broker-dealer, but may choose any broker-dealer you wish to handle trades for you.

We do not receive any research, products or services or any other "soft dollar" benefits from any broker.

Item 13 Review of Accounts

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

Your accounts will be under continuous review and will typically be reviewed in detail each month. Your accounts will be reviewed by our owner, Lawrence I. Grossman. Additionally, reviews may be triggered by material market, economic or political events, or by changes in your financial situation. We pay particular attention to tax issues related to your accounts. Your accounts also are reviewed for compliance with your investment policy.

We recommend client-advisor meetings at least every six months to review in detail your accounts and investment strategy. Our review will cover as much area as you and we feel indicated under the circumstances, but normally may include the following items: tax and estate planning, insurance, investments, pensions and profit-sharing, possibly real estate, etc.

We utilize state of the art computer and communications resources to manage your accounts and to generate accurate, meaningful and user-friendly reports for your use. We provide you with client reports every six months or more often at your request.

You also receive monthly, quarterly and yearly reports on your accounts from your broker-dealer (stock broker).

Item 14 Client Referrals and Other Compensation

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

We do not have any arrangements to refer clients to other investment advisers or other service providers.

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

We do not receive compensation from any source other than directly from our clients.

Item 15 Custody

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

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

Item 16 Investment Discretion

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

We may obtain from you limited powers of attorney to affect certain types of trades, subject to limitations specified by you. For such trades we will direct the execution of the trades unless the limited power of attorney expressly designates some other arrangement.

Item 17 Voting *Client* Securities

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

We do not vote proxies for your securities and do not advise you regarding such voting. You should arrange to vote your own proxies.

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

Item 18 Financial Information

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

There are no factors that require us to provide any financial information under this item.

We do not require or ask that you pay total fees of more than \$500 six months or more in advance.

We have no financial condition that is reasonably likely to keep us from meeting our contractual commitments to you or other clients.

We have not filed bankruptcy at any time in the past.

Item 19 Requirements for State-Registered Advisers

This item discusses any types of disciplinary problems that involve us or our employees, and certain other information required by state securities authorities.

There have been no disciplinary problems involving us or any of our personnel.

Lawrence I. Grossman is our sole owner and Chief Compliance Officer.

We are not actively engaged in any business other than giving investment advice.

(Please see Form ADV, Part 2B for Lawrence I. Grossman.)