

Cover Page

SG Financial Advisors, LLC
333 Sandy Springs Circle, NE
Suite #121
Sandy Springs, GA 30328
(404) 459-0027
www.sgfinancial.com

March 25, 2013

Firm Brochure
(Part 2A of Form ADV)

This brochure provides information about the qualifications and business practices of SG Financial Advisors, LLC (hereafter referred to as “SGFA”). If you have any questions about the contents of this brochure, please contact Russell Wood, Chief Compliance Officer at (404) 459-0027 or wood@sgfinancial.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 SGFA also is available on the SEC’s website at www.adviserinfo.sec.gov.

Material Changes

This is an annual update of our brochure. It contains no material changes from the previous brochure, dated March 30, 2012.

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Advisory Business

General Information

In early 2005, Sammy Grant founded SGFA in Sandy Springs, GA. Russell Wood joined SGFA in August 2005. Sammy Grant and Russell Wood are the owners of SGFA. SGFA provides wealth management services to individuals and high net worth individuals. Wealth management services provided by SGFA consist of two core components: investment advisory services and financial planning services. SGFA managed approximately \$189,723,000 on a discretionary basis as of December 31, 2012. SGFA does not currently manage assets on a non-discretionary basis; however, Assets Under Management include assets for which SGFA receives no compensation.

Investment Advisory Services

SGFA provides continuous supervision of investment accounts authorized by the client. SGFA supervises client accounts on a discretionary basis, with authority to decide which securities are purchased and sold; the amount (i.e. number of shares or dollar value) of securities purchased and sold; the level of reinvestment of income and profits; and the timing of purchases and sales. SGFA tailors investment advisory services to the individual client situation. SGFA may utilize certain securities in many client accounts, but will vary the timing of security transactions and the size of security holdings to reflect individual client conditions, goals, and risk preferences.

Financial Planning Services

SGFA consults with clients on matters such as estate planning, income tax planning, cash flow planning, education planning, retirement planning, and risk management. SGFA may refer to these and other non-investment services as financial planning. SGFA makes financial planning services available to all clients at no additional cost and typically provides these services as requested and as appropriate to the client situation. SGFA tailors the type, amount, and timing of financial planning services, including specific actionable advice, based on individual client situations.

Fees and Compensation

All fees charged by SGFA are detailed in the written advisory agreement established with each client. SGFA offers a standard fee schedule, which is negotiable at the discretion of the advisor. SGFA will bill fees in advance on a quarterly basis. In most cases, SGFA debits fees directly from client accounts. SGFA provides all clients with a detailed quarterly invoice, but fee calculations are not verified by the custodian or any third party. In cases where client accounts hold no cash, or are exclusively retirement accounts, clients may request to pay their fees from outside (non-managed) accounts.

SGFA calculates a quarterly investment advisory fee based on a percentage (shown below) of the market value of the investment capital under management. SGFA will compute the fee based on the market value at the end of the preceding calendar quarter as determined in good faith by the Advisor (i.e. SGFA).

Quarterly Percentage		Market Value of Investment Capital Under Advisor's Management
0.3125%	of the First	\$1,000,000
0.2500%	of the Next	\$2,000,000
0.1875%	of the Next	\$2,000,000
0.1250%	of the Amount Over	\$5,000,000

SGFA generally requires a minimum of \$500,000 assets under management per client, which equates to a minimum quarterly fee. The actual fee payable to SGFA shall be the greater of the fee as calculated per the schedule above or \$1,563 quarterly. Investment capital under management does not include household checking accounts or company retirement plans with limited investment options. SGFA does not prorate or adjust the quarterly fee based on capital contributions or withdrawals made during the applicable quarter.

SGFA does not charge any separate or additional fees for financial planning services. SGFA is a fee-only advisor; SGFA receives no direct compensation from third parties or investment products.

SGFA requires written notice for termination of an existing advisory agreement. If an agreement is terminated prior to the end of a quarter, SGFA will prorate the fee for actual days the agreement was in place for the quarter and refund any unearned fees promptly to the client.

Clients of SGFA may be charged fees by third parties. Clients may incur charges imposed by custodians, brokerages, or financial institutions such as management fees, custodial fees, foreign taxes, wire transfer and electronic fund fees, and account closure fees. Mutual funds and exchange traded funds also charge internal management fees which are disclosed in each funds prospectus. Such charges, fees, and taxes are exclusive of and in addition to SGFA's fee and SGFA does not receive any portion of these costs from the third parties.

Please review other disclosures related to SGFA's fees and compensation in the ***Brokerage Practices*** section of this brochure.

Performance-Based Fees and Side-By-Side Management

SGFA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Types of Clients

SGFA provides services primarily to individuals, high net worth individuals, and pass through entities but may provide services to other entities as well. SGFA requires a

minimum portfolio size of \$500,000 or a minimum quarterly fee of \$1,563 for all services; however, SGFA may negotiate its fee or waive the minimum requirements at its discretion.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

SGFA may offer advice on all types of investments, including various securities (stocks, bonds, exchange traded funds, mutual funds), options, futures and commercial paper. SGFA may also provide advice on corporate, partnership, and joint venture investments if appropriate. SGFA continually searches for investment opportunities and presents them to clients if suitable. SGFA may provide investment advice on various illiquid investments purchased by clients prior to their relationship with SGFA.

SGFA employs fundamental analysis to make quantitative and qualitative evaluations of securities. Quantitative judgments are based on the financial data of the security issuer or manager, such as revenue, expenses, assets, and liabilities. Qualitative judgments are based on intangible factors of the security issuer or manager, such as education and training, experience level, organizational and decision-making structures.

SGFA employs technical analysis to gain insight into how a particular security trades in the marketplace. Technical analysis provides information related to the price, liquidity, and volatility of securities or market benchmarks. SGFA does not employ charting techniques, which are considered part of technical analysis.

SGFA employs economic analysis to evaluate the overall investing climate. Economic analysis involves monitoring various measures of economic activity, monetary and fiscal policy, and geopolitical events. SGFA uses this analysis to evaluate various asset classes (for example stocks and bonds) and sub-sectors of asset classes (for example small companies and large companies).

SGFA may utilize a number of information sources to conduct our analysis, including, but not limited to:

- Financial newspapers and magazines
- Annual reports, prospectuses, filings with the Securities and Exchange Commission
- Company press releases
- Corporate rating services
- Subscription based data services (i.e. Morningstar)
- Discussions with clients' other advisors
- Professionals with expertise in a particular investment area

Investment Strategies

SGFA employs two primary investment strategies: strategic asset allocation and tactical asset allocation. SGFA prepares a strategic allocation of investment capital based on

goals, existing investment capital, income tax situation, and investment preferences provided by clients. These recommendations are based on an assumed long-term (longer than one year) investment period. All client portfolios are individualized. SGFA does not utilize model portfolios and does not publish composite performance. Client strategic asset allocations remain intact unless or until the client's goals, financial condition, or preferences change.

Client portfolios will also be adjusted based on tactical asset allocation strategies. SGFA uses fundamental, technical, and economic analysis to identify opportunities for investment decisions based on short-term (less than one year) holding periods. Tax loss harvesting is one example of a tactical asset allocation strategy, in which SGFA sells securities with unrealized losses and purchases similar securities in order to follow the strategic asset allocation while minimizing the impact of income taxes.

Risk of Loss

SGFA utilizes the above methods of analysis and investment strategies to attempt to reduce the risks of investing. Still, all investors must be prepared to face the risk of loss, which cannot be eliminated. The methods of analysis and investment strategies utilized by SGFA do not carry any specific, unique risks but rather expose clients to the following general investment risks: Business Risk, Liquidity Risk, Interest-rate Risk, Inflation Risk, Market Risk, Reinvestment Risk, Currency Risk, and Loss of Principal Risk.

Disciplinary Information

SGFA has not been involved in any legal or disciplinary events related to past or present activities. Employees of SGFA have not been involved in any legal or disciplinary events related to past or present activities.

Other Financial Industry Activities and Affiliations

SGFA does not participate in any other business activities. SGFA has no formal arrangements material to its advisory business or clients with any related person. SGFA occasionally recommends to clients the services of other advisors (such as attorneys, accountants, and insurance agents). SGFA does not have formal arrangements with any other advisor to provide recommendations and SGFA does not receive any compensation for the recommendations provided. Clients make all final decisions on the use of outside advisors. SGFA does not require reciprocal recommendations from outside advisors. Still, clients and potential clients should be aware SGFA has mutual clients with other professionals or professional firms, and those relationships do factor into recommendation decisions.

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

Code of Ethics

SGFA has a fiduciary obligation to clients and has adopted a Code of Ethics detailing the proper conduct of all supervised personnel. SGFA's Code of Ethics includes instructions relating to confidentiality of client data, prohibition of insider trading, restrictions on employee receipt of gifts, procedures for employee security transactions, and limitations on outside activities deemed susceptible to conflicts of interest between employees and clients. SGFA requires all employees to read, understand, and abide by the Code of Ethics. Clients and potential clients may request a copy of the Code of Ethics by contacting Russell Wood, Chief Compliance Officer, at (404) 450-0027 or wood@sgfinancial.com.

Participation or Interest in Client Transactions

Employees of SGFA and their immediate family members shall not buy securities from or sell securities to clients. Employees of SGFA shall not recommend non-public securities to clients in which the employee or their immediate family members have a financial interest. Employees of SGFA may recommend to clients publicly traded securities in which they or family members have a financial interest. SGFA has adopted a Code of Ethics and a series of procedures to enable the Chief Compliance Officer to monitor employee trading for any activity which might be detrimental to clients.

Personal Trading

Employees of SGFA and their immediate family members utilize many of the same investment securities as those recommended and utilized for client accounts. This policy aligns the interests of employees and clients, but creates a potential conflict of interest related to the timing or allocation of trades. SGFA has adopted a Code of Ethics and a series of procedures to enable the Chief Compliance Officer to monitor employee trading for any activity which might be detrimental to clients.

Brokerage Practices

Selection of Custodians and Brokers

SGFA does not maintain custody of client assets; although we may be deemed to have custody of your assets in certain cases (see ***Custody***, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. SGFA generally recommends the use of Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, as the qualified custodian. SGFA is independently owned and operated and is not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when instructed. Each client will decide whether to use Schwab as custodian and will open accounts with Schwab by entering into an account agreement directly with them. SGFA does not open the account for clients, although we may assist in the process. SGFA may use other brokers to execute trades for client accounts if appropriate.

We seek a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services (“best execution”) and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (“ETFs”), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of customer service
- Competitiveness of the price of those services (security transaction fees, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to SGFA and our other clients
- Continuity of service to existing clients
- Availability of other products and services that benefit us, as discussed below

Schwab generally does not charge clients separately for custody services but is compensated by charging transaction and other fees on trades that it executes or that settle into your Schwab account. In addition to transaction fees, Schwab charges clients a flat dollar amount as a “trade away” fee for each trade that SGFA executes via a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client’s Schwab account. These fees are in addition to the commissions or other compensation clients pay the executing broker-dealer. Thus, in order to minimize client trading costs, SGFA executes most trades for client accounts via Schwab. SGFA has determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Soft Dollars

Soft dollar arrangements traditionally refer to those in which an advisor receives research or other non-monetary compensation in lieu of monetary compensation. Since SGFA will never accept monetary compensation from third parties, we do not receive soft dollar benefits as traditionally defined. However, SGFA does receive other benefits resulting from our arrangements with custodians, but these benefits are offered to all participating advisors and are not in lieu of monetary compensation.

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like SGFA. They provide SGFA and our clients with access to its institutional brokerage— trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services

help SGFA manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (SGFA does not have to request them) and at no charge as long as clients of SGFA collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If clients of SGFA collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab's support services:

- **Services Benefiting Clients** - Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which SGFA might not otherwise have access or would require a significantly higher minimum initial investment by clients.
- **Services Not Directly Benefiting Clients** - Schwab also makes available to SGFA other products and services that benefit us but may not directly benefit clients. These products and services assist SGFA in managing and administering client accounts. They include investment research, both Schwab's own and that of third parties. SGFA may use this research to service all or a substantial number of client accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that: provide access to client account data; facilitate trade execution and allocate aggregated trade orders for multiple client accounts; provide pricing and other market data; facilitate payment of our fees from client accounts; and assist with back-office functions, recordkeeping, and client reporting.
- **Services Generally Benefiting Only SGFA** - Schwab also offers other services intended to help SGFA manage and further develop our business enterprise. These services include: educational conferences and events; consulting on technology, compliance, legal, and business needs; publications and conferences on practice management and business succession; access to employee benefits providers, human capital consultants, and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide SGFA with other benefits, such as occasional business entertainment of our personnel.

The \$10 million minimum may give SGFA an incentive to recommend clients maintain their accounts with Schwab, based on SGFA's interest in receiving Schwab's services rather than based on clients' interest in receiving the best value in custody services and the most favorable execution of transactions. This is a potential conflict of interest, but given total client assets under management at Schwab (in excess of \$189 million) SGFA does not consider this a material conflict of interest. SGFA believes the selection of Schwab as custodian and broker is in the best interests of our clients. This selection is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that primarily benefit SGFA.

Directed Brokerage

SGFA does not direct brokerage for specific client transactions, with the exception of some individual bond transactions. Individual bond transactions are placed with the broker-dealer offering the best pricing on each particular trade. When SGFA trades the same stock or ETF in more than one account on the same day, block trading may be used to obtain identical pricing on trades across client accounts.

Review of Accounts

Sammy Grant, President of SGFA or Russell Wood, Chief Investment Strategist of SGFA will review each client account at least quarterly. Additional reviews are triggered if the client notifies SGFA of any material change in financial circumstances, investment objectives, or risk tolerance. A significant economic or political event may trigger additional or more frequent reviews. The portfolio of securities is monitored on an ongoing basis. Any perceived need for change to any particular security is then considered for individual accounts.

SGFA provides written reports to clients on a quarterly basis which generally include a cover letter, current positions and market values, performance results, asset allocation charts, financial market commentary, and a client invoice. See additional disclosures regarding client statements below (*Custody*).

Client Referrals and Other Compensation

SGFA receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (*Brokerage Practices*). Schwab makes these products and services available to SGFA without any requirement for SGFA to give particular investment advice, such as buying particular securities for our clients.

SGFA receives client referrals from third parties, other professionals, and existing clients. The firm does not pay for referrals.

SGFA introduces existing clients to other professionals, other clients, or third parties as a referral. SGFA does not accept referral fees or any form of remuneration from other any party for providing referrals. The complete list of fees charge by SGFA is described above (*Fees and Compensation*).

Custody

Under government regulations, SGFA is deemed to have custody of client assets only to the extent clients authorize us to instruct Schwab to deduct our advisory fees directly from client accounts. Schwab maintains actual custody of client assets. Clients will receive account statements directly from Schwab at least quarterly. Statements will be sent to the email or postal mailing address provided to Schwab by the client. Clients

should carefully review those statements promptly upon receipt and compare them to the quarterly portfolio reports provided by SGFA. Reports generated by SGFA may differ from custodial statements. Clients should contact SGFA at 404-459-0027 promptly with any questions or discrepancies.

Investment Discretion

SGFA accepts discretionary authority to manage investment accounts on behalf of clients. SGFA has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, the amount of the securities to be bought or sold, and the timing of buy and sell transactions. Discretionary trading authority facilitates prompt execution of trade ideas and enables SGFA to implement a client's investment policy in the most efficient manner.

Clients must sign a limited power of attorney granting discretionary authority to SGFA. This is accomplished at the time the custodial account is opened by the client. SGFA discusses the concept of discretionary authority and the basis for our investment recommendation with each client prior to implementation of the investment allocation.

Voting Client Securities

SGFA does not take any action or render any advice with respect to voting proxies related to securities owned, or previously owned, by clients. SGFA does not take any action or render any advice with respect to any legal proceedings including, but not limited to, class actions or bankruptcies involving investments owned or previously owned by clients.

Clients will receive all proxy materials directly from their custodian.

Financial Information

SGFA does not have any past or present financial commitment which impairs its ability to meet contractual and fiduciary obligations to clients. SGFA's policies regarding fees and compensation, as described above (***Fees and Compensation***) do not require further disclosure of financial information.

Requirements for State-Registered Advisors

SGFA is registered with the Securities and Exchange Commission. This section does not apply.

Brochure Supplement (Part 2b) Sammy Grant

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Additional information about Sammy Grant also is available on the SEC’s website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Sammy J. Grant (1975)

Founder, President, and Chief Executive Officer of SGFA

University of Georgia BBA Accounting, magna cum laude with honors 1997

University of Georgia Law J.D, cum laude 2000

Mr. Grant founded SGFA in January 2005. Prior to founding SGFA, he worked for Homrich & Berg, a fee only financial planning and investment advisory firm and for the Private Client Service group of Arthur Andersen LLP. His professional memberships include the American Institute of CPAs; Georgia Society of CPAs; State Bar of Georgia; National Association of Personal Financial Advisors; and American Bar Association.

Disciplinary Information

None.

Other Business Activities

None.

Additional Compensation

None.

Supervision

Mr. Grant is principal and owner. He is supervised by the Chief Compliance Officer, Russell Wood.

Requirements for State Registered Advisors

None.

Brochure Supplement (Part 2b) Russell Wood

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Additional information about Russell Wood also is available on the SEC’s website at www.adviserinfo.sec.gov.

Educational Background and Business Experience

Russell Wood (1970)
Chief Investment Strategist and Chief Compliance Officer of SGFA
Georgia Institute of Technology BE, with honors 1993
Georgia State University M.S. Personal Financial Planning, 2000

Mr. Wood joined SGFA in August 2005. Prior to founding SGFA, he worked for Homrich & Berg, a fee only financial planning and investment advisory firm. Prior to working in the financial services industry, Mr. Wood served in the United States Navy as a Nuclear Power Officer. His professional memberships include the Estate Planning Council of North Georgia.

Disciplinary Information

None.

Other Business Activities

None.

Additional Compensation

None.

Supervision

Mr. Wood is principal and owner. He is supervised by the Chief Executive Officer, Sammy Grant.

Requirements for State Registered Advisors

None.