

## **Brochure**

### **Form ADV Part 2A**

#### **Item 1 - Cover Page**



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**August 4, 2017**

This Brochure provides information about the qualifications and business practices of Nicholas Hoffman & Company, LLC. If you have any questions about the contents of this Brochure, please contact us at (404) 815-5050 or [nhoffman@nhoffmanandco.com](mailto:nhoffman@nhoffmanandco.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Nicholas Hoffman & Company, LLC is an investment advisory firm registered with the appropriate regulatory authority. Registration does not imply a certain level of skill or training. Additional information about Nicholas Hoffman & Company, LLC also is available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

#### **Item 2 - Material Changes**

This Brochure is prepared in the revised format required beginning in 2011. Registered Investment Advisers are required to use this format to inform clients of the nature of advisory services provided, types of clients served, fees charged, potential conflicts of interest and other information. The Brochure requirements include providing a Summary of Material Changes (the "Summary") reflecting any material changes to our policies, practices, or conflicts of interest made since our last required "annual update" filing. In the event of any material changes, such Summary is provided to all clients within 120 days of our fiscal year-end. Our last annual update was filed on February 22, 2017. Of course the complete Brochure is available to clients at any time upon request.

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#### ***Item 4 - Advisory Business***

##### **General Information**

Nicholas Hoffman & Company, LLC ("NHCO") was formed in 2007 and provides financial planning and portfolio management services to its clients.

Nicholas J. Hoffman is the sole principal owner of NHCO. Please see ***Brochure Supplements, Exhibit A***, for more information on Mr. Hoffman and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

As of December 31, 2016, NHCO managed \$451,563,083 on a discretionary basis, and \$147,967,984 of assets on a non-discretionary basis.

#### **SERVICES OFFERED**

At the outset of each client relationship, NHCO spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain NHCO to prepare a full financial plan. This detailed analysis is presented to the client for consideration. In most cases, clients subsequently retain NHCO to manage the investment portfolio on an ongoing basis.

For those financial planning clients making this election, and for other clients who do not need financial planning but retain NHCO for portfolio management services, based on all the information initially gathered, NHCO generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile" or "Profile");
- the client's investment objectives and guidelines (the "Investment Plan" or "Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments NHCO will make or recommend on behalf of the client to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

##### **Financial Planning**

One of the services offered by NHCO is financial planning, described below. This service may be provided as a stand-alone service, or may be coupled with ongoing portfolio management.

Financial planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;

- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives;
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning, and
- Reviewing goals and objectives and measuring progress toward these goals.

Once financial planning advice is given, the client may choose to have NHCO implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by NHCO under a financial planning engagement and/or engage the services of any recommended professional.

### Portfolio Management

As described above, at the beginning of a client relationship, NHCO meets with the client, gathers information, and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by NHCO based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, NHCO will manage the client's investment portfolio on a discretionary basis or a non-discretionary basis. As a discretionary investment adviser, NHCO will have the authority to supervise and direct the portfolio without prior consultation with the client. Under a non-discretionary arrangement, clients must be contacted prior to the execution of any trade in the account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

Notwithstanding the foregoing, clients may impose certain written restrictions on NHCO in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolio. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of NHCO.

### Private Funds

NHCO will from time to time, based on the client's risk tolerance, sophistication and financial qualifications, recommend that a portion of the client's assets be invested in certain private investments. These include private equity, private debt and real estate funds, hedge funds, and other types of private investment vehicles (collectively "Private Funds"). NHCO will assist clients in implementation of such recommendations to invest in Private Funds; however, NHCO does not exercise discretion with respect to these types of investments. NHCO will continue to render the advisory services to the client, relative to the ongoing monitoring and review of asset performance

and due diligence of the Private Fund. Clients are provided with private placement memorandums and other offering and subscription documentation that detail the nature, risks and associated fees of each Private Fund. It is important that the client read and review these documents with their legal and tax advisors, before investing, to fully understand the types of investments, risks and conflicts pertaining to the Private Funds.

#### Separate Account Managers

When appropriate and in accordance with the Investment Plan for a client, NHCO may recommend the use of one or more separate account managers, each a “Manager”. Having access to various Managers offers a wide variety of manager styles, and offers clients the opportunity to utilize more than one Manager if necessary to meet the needs and investment objectives of the client. NHCO will select the Manager(s) it deems most appropriate for the client. Factors that NHCO considers in recommending/selecting Managers generally includes the client’s stated investment objective(s), management style, performance, risk level, reputation, financial strength, reporting, pricing, and research.

The Manager(s) will be granted discretionary trading authority to provide investment supervisory services for the portfolio, but NHCO normally retains the authority to terminate the Manager’s relationship or to add new Managers without specific client consent. With respect to assets managed by a Manager, NHCO’s role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the Manager(s), conduct on-going due diligence, and to assist the client in understanding the investments of the portfolio.

In instances where the services of one or more Managers are utilized, the fee assessed by the Manager(s) will be separate and in addition to NHCO’s fee, and will be detailed in a Management Agreement signed by the client.

Additionally, certain Managers may impose more restrictive account requirements than NHCO, billing practices may vary. In such instances, NHCO may be required to alter its corresponding account requirements and/or billing practices to accommodate those of the Manager(s).

#### Third Party Wrap Programs

From time to time and in accordance with the Investment Plan for a client, NHCO may utilize the separate account managers available in a Third Party Wrap Program. A Wrap Program is one that charges one fee (the “wrap fee”) for both the Manager’s fee and the transaction expenses incurred by the account. NHCO’s fee is charged separately from and in addition to the wrap fee.

NHCO has chosen the Managed Account Select Program (“Select Program”) sponsored by Charles Schwab & Co, Inc. (“Schwab”) for this purpose. The Select Program offers a wide variety of Manager styles, and offers clients the opportunity to utilize more than one Manager if necessary to meet the needs and investment objectives of the client.

#### Retirement Plan Advisory Services

Establishing a sound fiduciary governance process is vital to good decision-making and to ensuring that prudent procedural steps are followed in making investment decisions. NHCO will provide Retirement Plan consulting services to Plans and Plan Fiduciaries as described below. The particular services provided will be detailed in the consulting agreement. The appropriate Plan Fiduciary(ies) designated in the Plan documents (e.g., the Plan sponsor or named fiduciary) will (i) make the decision to retain our firm; (ii) agree to the scope of the services that we will provide; and

(iii) make the ultimate decision as to accepting any of the recommendations that we may provide. The Plan Fiduciaries are free to seek independent advice about the appropriateness of any recommended services for the Plan. Retirement Plan consulting services may be offered individually or as part of a comprehensive suite of services.

The Employee Retirement Income Security Act of 1974 (“ERISA”) sets forth rules under which Plan Fiduciaries may retain investment advisers for various types of services with respect to Plan assets. For certain services, NHCO will be considered a fiduciary under ERISA.

With respect to any account for which NHCO meets the definition of a fiduciary under Department of Labor rules, NHCO acknowledges that both NHCO and its Related Persons are acting as fiduciaries. Additional disclosure may be found elsewhere in this Brochure or in the written agreement between NHCO and Client.

#### Fiduciary Consulting Services

- *Investment Selection Services*  
NHCO will provide Plan Fiduciaries with recommendations of investment options consistent with ERISA section 404(c). Plan Fiduciaries retain responsibility for the final determination of investment options and for compliance with ERISA section 404(c).
- *Non-Discretionary Investment Advice*  
NHCO provides Plan Fiduciaries and Plan Participants general, non-discretionary investment advice regarding asset classes and investments.
- *Investment Monitoring*  
NHCO will assist in monitoring the plan’s investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformation to the guidelines set forth in the investment policy statement and NHCO will make recommendations to maintain or remove and replace investment options. The details of this aspect of service will be enumerated in the engagement agreement between the parties.

#### Non-Fiduciary Services

- *Participant Education*  
NHCO will provide education services to Plan Participants about general investment principles and the investment alternatives available under the Plan. Education presentations will not take into account the individual circumstances of each Plan Participant and individual recommendations will not be provided unless a Plan Participant separately engages NHCO for such services. Plan Participants are responsible for implementing transactions in their own accounts.
- *Participant Enrollment*  
NHCO will assist with group enrollment meetings designed to increase retirement Plan participation among employees and investment and financial understanding by the employees.

## ***Item 5 - Fees and Compensation***

### **General Fee Information**

Fees paid to NHCO are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Please see ***Item 12 - Brokerage Practices*** for additional information. Fees paid to NHCO are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, NHCO and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

### **Financial Planning Fees**

When NHCO provides financial planning services to clients, these services are generally part of NHCO's portfolio management services. If a separate fee is to be charged for financial planning, it will be negotiated at the time of the engagement for such services, and will normally be in the form of a fixed fee.

### **Portfolio Management Fees**

The annual fee schedule, based on a percentage of assets under management, is as follows:

First \$1,000,000	1.25%
Next \$2,000,000	1.00%
Next \$2,000,000	0.75%
Next \$5,000,000	0.50%
Next \$10,000,000	0.40%
Amounts over \$20,000,000	0.30%

NHCO may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where NHCO deems it appropriate under the circumstances. NHCO may also negotiate a fixed fee for portfolio management services. NHCO may impose a minimum portfolio value and/or a minimum fee.

Portfolio management fees are generally payable quarterly, either in advance or in arrears. If management begins after the start of a quarter, fees will be prorated accordingly. With client authorization and unless other arrangements are made, fees are normally debited directly from client account(s).

Either NHCO or the client may terminate their Investment Advisory Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client based on the number of days that the account was managed, and any fees due to NHCO from the client will be invoiced or deducted from the client's account prior to termination.

### **Private Fund Fees**

When a client invests in a Private Fund, the fees and other expenses assessed by the Private Fund will be separate from and in addition to NHCO's fee. Additionally, some of the Private Funds that NHCO recommends charge performance-based fees. The applicable fees and expenses of each Private Fund are outlined in its offering documents and should be reviewed by investors prior to investing. NHCO does not receive any portion of these fees.

### Separate Account Manager Fees

Each Manager will assess its own fee, which will be charged according to the Manager's established fee schedule. This will be disclosed to the client prior to the time of the engagement.

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

NHCO does not have any performance-based fee arrangements. "Side-by-Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because NHCO has no performance-based fee accounts, it has no side-by-side management.

### ***Item 7 - Types of Clients***

NHCO serves individuals, pension and profit-sharing plans, trusts, and estates. NHCO may impose a minimum portfolio value eligible for conventional investment advisory services and/or a minimum fee.

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

#### Methods of Analysis

In accordance with the Investment Plan, NHCO will primarily invest in ETFs, mutual funds, managed accounts, some common stock, and bonds. Some clients have financial objectives and needs which support consideration of Private Funds, which may include, without limitation, hedge funds, investments in real estate, private equity and private debt.

ETFs and Mutual funds are generally evaluated and selected based on a variety of factors, including, without limitation, past performance, fee structure, portfolio manager, fund sponsor, overall ratings for safety and returns, and other factors.

Fixed income investments may be used as a strategic investment, as an instrument to fulfill liquidity or income needs in a portfolio, or to add a component of capital preservation. NHCO will generally evaluate and select individual bonds or bond funds based on a number of factors including, without limitation, rating, yield and duration.

In selecting individual stocks for an account, NHCO generally applies traditional fundamental analysis including, without limitation, the following factors:

- Financial strength ratios;
- Price-to-earnings ratios;
- Dividend yields; and
- Growth rate-to-price earnings ratios

Private Funds are generally evaluated based on the previous performance and reputation of the manager, fee structure, overall risk and returns, portfolio transparency, liquidity and other factors specific to the type of investments involved.



### Investment Strategies

NHCO's strategic approach is to invest each portfolio in accordance with the Plan that has been developed specifically for each client. This means that the following strategies may be used in varying combinations over time for a given client, depending upon the client's individual circumstances.

Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations.

### Risk of Loss

While NHCO seeks to diversify clients' investment portfolios across various asset classes consistent with their Investment Plans in an effort to reduce risk of loss, all investment portfolios are subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

*Management Risks.* While NHCO manages client investment portfolios based on NHCO's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that NHCO allocates client assets to individual securities and/or asset classes that are adversely affected by unanticipated market movements, and the risk that NHCO's specific investment choices could underperform their relevant indexes.

*Risks of Investments in Mutual Funds, ETFs and Other Investment Pools.* As described above, NHCO will usually invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

*Equity Market Risks.* NHCO may invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

*Fixed Income Risks.* NHCO may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled

investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

*Foreign Securities Risks.* NHCO may invest portions of client assets directly into foreign securities or into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

*Risks Related to Private Funds.* From time to time and as appropriate, NHCO may invest a portion of a client's portfolio in Private Funds. The value of client portfolios will be based in part on the value of Private Funds in which they are invested, the success of each of which will depend heavily upon the efforts of their respective Managers. When the investment objectives and strategies of a Manager are out of favor in the market or a Manager makes unsuccessful investment decisions, the Private Fund may lose money. A client account may lose a substantial percentage of its value if the investment objectives and strategies of many or most of the Private Funds in which it is invested are out of favor at the same time, or many or most of the Managers make unsuccessful investment decisions at the same time. Private Funds are generally subject to various risk factors and liquidity constraints, a complete discussion of which is set forth in each fund's offering documents, which will be provided to clients for review and consideration prior to investing. Investing in Private Funds is intended only for experienced and sophisticated investors who are willing to bear the high economic risks of the investment. Clients should carefully review and consider potential risks before investing in private funds. Certain of these risks may include loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative practices, lack of liquidity because of redemption terms and conditions and that there may not and will not be a secondary market for the fund, volatility of returns, restrictions on transferring interests in the fund, a potential lack of diversification, higher fees than mutual funds, lack of information regarding valuations and pricing.

### ***Item 9 - Disciplinary Information***

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of NHCO or the integrity of NHCO's management. NHCO has no disciplinary events to report.

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

Neither NHCO nor its Management Persons have any other financial industry activities or affiliations to report.

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

### **Code of Ethics and Personal Trading**

NHCO has adopted a Code of Ethics (“the Code”), the full text of which is available to you upon request. NHCO’s Code has several goals. First, the Code is designed to assist NHCO in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, NHCO owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with NHCO (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for NHCO’s associated persons. Under the Code’s Professional Standards, NHCO expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, NHCO associated persons are not to take inappropriate advantage of their positions in relation to NHCO clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time, NHCO’s associated persons may invest in the same securities recommended to clients. Under its Code, NHCO has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code’s personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

### **Participation or Interest in Client Transactions**

Because client accounts are primarily invested in open end mutual funds, pooled investment vehicles and independently managed accounts there is little opportunity for a conflict of interest between personal trades by NHCO associated persons and trades in client accounts, even when such accounts invest in the same securities. However, in the event of other identified potential trading conflicts of interest, NHCO’s goal is to place client interests first.

Consistent with the foregoing, NHCO maintains policies regarding participation in initial public offerings (“IPOs”) and private placements to comply with applicable laws and avoid conflicts with client transactions. If a NHCO associated person wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (i.e., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person’s shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with NHCO’s written policy.

## ***Item 12 - Brokerage Practices***

### **Best Execution and Benefits of Brokerage Selection**

When given discretion to select the brokerage firm that will execute orders in client accounts, NHCO seeks “best execution” for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates.

Therefore, NHCO may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of NHCO's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

NHCO recommends that clients establish brokerage accounts with Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, as the qualified custodian to maintain custody of clients' assets. NHCO may also effect trades for client accounts at Schwab, or may in some instances, consistent with NHCO's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although NHCO may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. NHCO is independently owned and operated and is not affiliated with Schwab.

Schwab Advisor Services provides NHCO with access to its institutional trading, custody, reporting and related services, which are typically not available to Schwab retail investors. Schwab also makes available various support services. Some of those services help NHCO manage or administer our clients' accounts while others help NHCO manage and grow our business. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them. These services are not soft dollar arrangements, but are part of the institutional platform offered by Schwab. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For NHCO client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to NHCO other products and services that benefit NHCO but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of NHCO accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist NHCO in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide pricing and other market data; (iv) facilitate payment of NHCO's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help NHCO manage and further develop its business enterprise. These services may include: (i) technology, compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to NHCO. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to NHCO. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of NHCO personnel. In evaluating

whether to recommend that clients custody their assets at Schwab, NHCO may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

#### Directed Brokerage

Clients may direct NHCO to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that NHCO has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers can in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing NHCO to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with NHCO that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

#### Aggregated Trade Policy

NHCO typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However, from time to time, NHCO may aggregate trades together for multiple client accounts, most often when these accounts are being directed to sell the same securities. If such an aggregated trade is not completely filled, NHCO will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by NHCO or its officers, directors, or employees will be excluded first.

#### ***Item 13 - Review of Accounts***

Managed portfolios are generally reviewed quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by NHCO. These factors generally include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Nicholas J. Hoffman, NHCO's Managing Member and Chief Compliance Officer, a designated Principal, or a Senior Investment Advisor of the firm, review all accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, NHCO provides at least an annual report for each managed portfolio. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

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

As noted above, NHCO receives an economic benefit from Schwab in the form of support products and services it makes available to NHCO and other independent investment advisors whose clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described in ***Item 12 - Brokerage Practices***. The availability of Schwab's products and services to NHCO is based solely on our participation in the program and not on the provision of any particular investment advice.

From time to time, NHCO may enter into arrangements with third parties ("Solicitors") to identify and refer potential clients to NHCO. Consistent with legal requirements under the Investment Advisers Act of 1940, as amended, NHCO enters into written agreements with Solicitors under which, among other things, Solicitors are required to disclose their compensation arrangements to prospective clients before they enter into an agreement with NHCO.

#### ***Item 15 - Custody***

Schwab is the custodian of the large majority of client accounts at NHCO. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify NHCO of any questions or concerns. Clients are also asked to promptly notify NHCO if the custodian fails to provide statements on each account held.

From time to time and in accordance with NHCO's agreement with clients, NHCO will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times, there may be small differences due to the timing of dividend reporting and pending trades or similar issues.

#### ***Item 16 - Investment Discretion***

As described in ***Item 4 - Advisory Business***, NHCO will accept clients on either a discretionary or non-discretionary basis. For *discretionary accounts*, a Limited Power of Attorney ("LPOA") is executed by the client, giving NHCO the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. NHCO then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with NHCO and the requirements of the client's custodian.

For *non-discretionary* accounts, the client also generally executes an LPOA, which allows NHCO to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between NHCO and the client, NHCO does not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. As with discretionary accounts, clients may limit the terms of the LPOA, subject to NHCO's agreement with the client and the requirements of the client's custodian.

***Item 17 - Voting Client Securities***

As a policy and in accordance with NHCO's agreement, NHCO does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact NHCO with questions relating to proxy matters; however, NHCO does not generally perform detailed research regarding proxy voting options.

***Item 18 - Financial Information***

NHCO does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.

# **Exhibit A**



**Brochure Supplement**

**Form ADV Part 2B**

**Item 1 - Cover Page**

**Nicholas J. Hoffman**

**CRD# 1513288**

**of**

**Nicholas Hoffman & Company, LLC**

1355 Peachtree Street  
Suite 1450  
Atlanta, Georgia 30309

(404) 815-5050

August 4, 2017

This Brochure Supplement provides information about Nick Hoffman, and supplements the Nicholas Hoffman & Company, LLC ("NHCO") Brochure. You should have received a copy of that Brochure. Please contact us at (404) 815-5050 if you did not receive NHCO's Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Nick is available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

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***Item 2 - Educational Background and Business Experience***

Nicholas J. Hoffman (year of birth 1957) founded NHCO in 2007 and has overall responsibility for its management and the investment strategies for all clients. From 2002 until 2007, Nick was a partner with Diversified Trust, a southeastern based Private Trust Company. Prior to that, he was a partner with Balentine & Company (1992 - 2001) a local Investment Advisory firm now a part of Wilmington Trust, where Nick designed and directed the firm's integrated approach to strategic tax and financial planning.

Nick served for over sixteen years on the Board of Goodwill Industries (Atlanta), including serving as Chairman. He also serves on the Board and is a past Chairman of the Society of International Business fellows ("SIBF"). As the founder of "The Responsibility of Wealth Forum", he has been featured on National Public Radio ("NPR") as well as in several national publications. He has also taught a course to the 12<sup>th</sup> Grade at Pace Academy on *Money and Finance* and conducts an annual summer program on "Money & Responsibility" at Cambridge University.

Nick was born and educated in England, where he received an honors degree in Law from the University of Exeter. He began his career as a Chartered Accountant with KPMG in London and Germany. He is a Fellow of the Institute of Chartered Accountants.

***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Nick has no such disciplinary information to report.

***Item 4 - Other Business Activities***

Nick is not engaged in any other business activities.

***Item 5 - Additional Compensation***

Nick has no other income or compensation to disclose.

***Item 6 - Supervision***

Nicholas is the sole principal owner of NHCO and also serves as Chief Compliance Officer. In addition, Nick chairs NHCO's Investment Management Committee.

Overall investment decisions are made as a team by the Investment Management Committee, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Nick is responsible for providing compliance oversight to the staff. However, Nick also participates as a team member in the investment and trading processes of the firm. Nick may be contacted at (404) 815-5050.

**Brochure Supplement**

**Form ADV Part 2B**

**Item 1 - Cover Page**

**Gary B. Martin, CFA**

**CRD# 1686747**

**of**

**Nicholas Hoffman & Company, LLC**

1355 Peachtree Street  
Suite 1450  
Atlanta, Georgia 30309

(404) 815-5050

August 4, 2017

This Brochure Supplement provides information about Gary Martin, and supplements the Nicholas Hoffman & Company, LLC ("NHCO") Brochure. You should have received a copy of that Brochure. Please contact us at (404) 815-5050 if you did not receive NHCO's Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Gary is available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

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***Item 2 - Educational Background and Business Experience***

Gary B. Martin (year of birth 1961) is a Principal of NHCO with responsibilities that include client account management and general firm directives. Gary is also a member of NHCO's Investment Management Committee, which oversees the investment process. He has over thirty years of financial services experience. For the past twenty four years, Gary has worked extensively with individuals and their families providing comprehensive wealth management. Gary's expertise includes investment management and allocation, manager research and all aspects of the financial planning process.

Prior to joining NHCO in 2009, Gary was with Wilmington Trust Company as the senior team leader responsible for managing the largest private wealth group within the Atlanta office for six years. Prior to that, he was a senior partner with Balentine & Company an Atlanta based investment advisory firm that was acquired by Wilmington Trust in 2002. Gary began his career on Wall Street spending the first seven years with Bankers Trust Company and then UBS Securities where he worked in various institutional sales and trading functions.

Gary was born in Chicago, received his undergraduate degree from Harvard University, and his graduate degree in business administration from Emory University. He received his Chartered Financial Analyst® designation\* in 1997.

Gary is actively involved in the Atlanta Lions Club and has served on the finance committee of Camp Twin Lakes.

\* The Chartered Financial Analyst® (“CFA®”) designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor’s degree.

### ***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Gary has no such disciplinary information to report.

### ***Item 4 - Other Business Activities***

Gary is not engaged in any other business activities.

### ***Item 5 - Additional Compensation***

Gary has no other income or compensation to disclose.

### ***Item 6 - Supervision***

Nicholas J. Hoffman is the sole principal owner of NHCO and also serves as Chief Compliance Officer. In addition, Nick chairs NHCO’s Investment Management Committee.

Overall investment decisions are made as a team by the Investment Management Committee, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Nick is responsible for providing compliance oversight to the staff. However, Nick also participates as a team member in the investment and trading processes of the firm. Nick may be contacted at (404) 815-5050.

**Brochure Supplement**

**Form ADV Part 2B**

**Item 1 - Cover Page**

**A. Carl Gambrell**

**CRD# 1270376**

**of**

**Nicholas Hoffman & Company, LLC**

1355 Peachtree Street  
Suite 1450  
Atlanta, Georgia 30309

(404) 815-5050

August 4, 2017

This Brochure Supplement provides information about Carl Gambrell, and supplements the Nicholas Hoffman & Company, LLC ("NHCO") Brochure. You should have received a copy of that Brochure. Please contact us at (404) 815-5050 if you did not receive NHCO's Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Carl is available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

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***Item 2 - Educational Background and Business Experience***

A. Carl Gambrell (year of birth 1955) is a Principal of NHCO with responsibilities that include client account management and general firm directives. Carl is also a member of NHCO's Investment Management Committee, which oversees the investment process. He has extensive experience as an investment professional with over thirty-three years as a portfolio manager and an institutional fixed income specialist. Prior to joining NHCO in 2009, Carl was a director with Merrill Lynch (eleven years) and Credit Suisse First Boston (fourteen years). His depth of product expertise covers all fixed income securities.

Over the course of his career, Carl has had client relationship responsibilities for some of the largest and most sophisticated institutional accounts in the country including international money managers, life insurance companies, public pension funds, hedge funds and major US commercial banks. During the first seven years of his career, Carl was a Senior Vice President and head of the investment department at two financial institutions in the Southeast with responsibilities for security selection, market timing, and asset liability management.

Carl graduated from Mississippi State University with a degree in Finance. He and his wife have two daughters. Carl is a member of the First Presbyterian Church of Atlanta. An avid cyclist, he is also passionate about college football and loves working on renovation projects around his home.

***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Carl has no such disciplinary information to report.

***Item 4 - Other Business Activities***

Carl is not engaged in any other business activities.

***Item 5 - Additional Compensation***

Carl has no other income or compensation to disclose.

***Item 6 - Supervision***

Nicholas J. Hoffman is the sole principal owner of NHCO and also serves as Chief Compliance Officer. In addition, Nick chairs NHCO's Investment Management Committee.

Overall investment decisions are made as a team by the Investment Management Committee, and portfolio activity based on these decisions will be carried out by these individuals, as assisted by other staff members of the firm.

As Chief Compliance Officer, Nick is responsible for providing compliance oversight to the staff. However, Nick also participates as a team member in the investment and trading processes of the firm. Nick may be contacted at (404) 815-5050.

**Brochure Supplement**

**Form ADV Part 2B**

**Item 1 - Cover Page**

**Eleanor D. Quarles**

**CRD# 1422288**

**of**

**Nicholas Hoffman & Company, LLC**

1355 Peachtree Street  
Suite 1450  
Atlanta, Georgia 30309

(404) 815-5050

August 4, 2017

This Brochure Supplement provides information about Eleanor Quarles, and supplements the Nicholas Hoffman & Company, LLC ("NHCO") Brochure. You should have received a copy of that Brochure. Please contact us at (404) 815-5050 if you did not receive NHCO's Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Eleanor is available on the SEC's website at  
**[www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov)**.

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***Item 2 - Educational Background and Business Experience***

Eleanor D. Quarles (year of birth 1960) is the Director of Client Services for NHCO, where she is responsible for client account administration and operations. Prior to joining NHCO in 2007, Eleanor worked as a Client Service Officer for Wilmington Trust Wealth Advisory Services, servicing high net worth families, individuals and foundations for seventeen years. She was a member of Wilmington Trust's Diversity Council to the National Offices.

Eleanor began her career at Merrill Lynch Pierce Fenner and Smith in Princeton, New Jersey. She is a graduate of Douglas College, Rutgers University.

Eleanor is a founding member of New Creation Christian Fellowship of Stone Mountain, Georgia, where she participates in community outreach. She also serves as the Director of the Children's Church Ministry. Eleanor was the founding member and past president of IWAMS investment club.

***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Eleanor has no such disciplinary information to report.

***Item 4 - Other Business Activities***

Eleanor is not engaged in any other business activities.

***Item 5 - Additional Compensation***

Eleanor has no other income or compensation to disclose.

***Item 6 - Supervision***

Nick Hoffman, sole principal owner of NHCO, is responsible for providing compliance oversight for Eleanor and for reviewing accounts. Nick can be reached at (404) 815-5050.



**Brochure Supplement**

**Form ADV Part 2B**

**Item 1 - Cover Page**

**Cameron R. Simonds**

**CRD# 5389633**

**of**

**Nicholas Hoffman & Company, LLC**

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Suite 1450  
Atlanta, Georgia 30309

(404) 815-5050

August 4, 2017

This Brochure Supplement provides information about Cam Simonds, and supplements the Nicholas Hoffman & Company, LLC ("NHCO") Brochure. You should have received a copy of that Brochure. Please contact us at (404) 815-5050 if you did not receive NHCO's Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Cam is available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

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***Item 2 - Educational Background and Business Experience***

Cameron R. Simonds (year of birth 1984) is Senior Investment Advisor for NHCO with responsibilities including client account management and participation in developing the firm's investment platform, primarily in the private investing arena. Cam works with clients on investment strategy and allocation, strategic planning, and cash flow management.

Prior to joining NHCO in 2011, Cam was with Executive Advisor Group as an Associate where he gained experience in portfolio management operations and comprehensive financial planning.

Cam grew up in Atlanta, attended Pace Academy and is a graduate of Presbyterian College with a bachelor degree in Business Administration.

***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Cam has no such disciplinary information to report.

***Item 4 - Other Business Activities***

Cam is not engaged in any other business activities.

***Item 5 - Additional Compensation***

Cam has no other income or compensation to disclose.

***Item 6 - Supervision***

Nick Hoffman, sole principal owner of NHCO, is responsible for providing compliance oversight for Cam and for reviewing accounts. Nick can be reached at (404) 815-5050.

**Brochure Supplement**

**Form ADV Part 2B**

**Item 1 - Cover Page**

**Richard Rushton**

**of**

**Nicholas Hoffman & Company, LLC**

1355 Peachtree Street  
Suite 1450  
Atlanta, Georgia 30309

(404) 815-5050

August 4, 2017

This Brochure Supplement provides information about Richard Rushton, and supplements the Nicholas Hoffman & Company, LLC ("NHCO") Brochure. You should have received a copy of that Brochure. Please contact NHCO at (404) 815-5050 if you did not receive NHCO's Brochure, or if you have any questions about the contents of this Supplement.

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***Item 2 - Educational Background and Business Experience***

Richard Rushton (year of birth 1958) advises NHCO on all operational matters. Richard is also a member of NHCO's Investment Management Committee, which oversees the investment process. Richard initially assisted with the formation of NHCO and continued to serve in a dedicated consulting role until formally joining the firm in 2015. He has over twenty-six years of experience in business management, consulting, and economic analysis.

After working initially as an economist and policy advisor in London, England, Richard spent ten years consulting for, and then managing, fast growing retail banking operations including mortgages, savings and investment services. In the U.S., he jointly led the growth of a Federal services provider from annual revenues of \$15 million to \$350 million over a ten-year period. In 2001, the Company was sold to a publicly quoted UK company. Richard subsequently served as CEO of the U.S. Company, and as a member of the Executive Board of the British parent company.

Richard was born and educated in England. He received his undergraduate degree from the University of Reading, and his graduate degree in Economics from the University of Oxford. Richard serves on the Emeritus Board of Goodwill of North Georgia and on the board of Soccer in the Streets. He and his wife have three sons and a daughter.

***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Richard has no such disciplinary information to report.

***Item 4 - Other Business Activities***

Richard is not engaged in any other business activities.

***Item 5 - Additional Compensation***

Richard has no other income or compensation to disclose.

***Item 6 - Supervision***

Nick Hoffman, sole principal owner of NHCO, is responsible for providing compliance oversight for Richard and for reviewing accounts. Nick can be reached at (404) 815-5050.

**Brochure Supplement**

**Form ADV Part 2B**

**Item 1 - Cover Page**

**Michael W. Masters, MBA**

**CRD# 5495395**

**of**

**Nicholas Hoffman & Company, LLC**

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Atlanta, Georgia 30309

(404) 815-5050

August 4, 2017

This Brochure Supplement provides information about Mike Masters, and supplements the Nicholas Hoffman & Company, LLC ("NHCO") Brochure. You should have received a copy of that Brochure. Please contact us at (404) 815-5050 if you did not receive NHCO's Brochure, or if you have any questions about the contents of this Supplement.

Additional information about Mike is available on the SEC's website at [www.AdviserInfo.sec.gov](http://www.AdviserInfo.sec.gov).

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***Item 2 - Educational Background and Business Experience***

Michael W. Masters (year of birth 1964) is a Senior Investment Advisor for NHCO with responsibilities including client account management and participation in developing the firm's investment platform, primarily in public investing.. Mike works with clients on investment strategy and allocation, strategic planning, cash flow management, and hedge fund areas

Mike has over 24 years of financial market experience. Prior to joining Nicholas Hoffman & Company in 2014, Mike worked as Vice President and Portfolio Manager at Sterling Investment Management, Inc. where he was responsible for managing the investment portfolios of several affluent families. Prior to joining Sterling in 2010, Mike worked as Portfolio Manager at Daniel Financial Group for two years, where he was responsible for more than \$50 million in assets under management. Previously he has worked in the equity research department of a mutual fund company with more than \$500 million in assets under management. He has also performed buy-side equity research for a private investment partnership where he supported a team that managed a concentrated stock portfolio.

Mike holds a BA in Philosophy from Emory University where he graduated with honors. He holds an MBA in Finance and Real Estate from Georgia State University. Mike is a member of the CFA Institute and the Atlanta Society for Finance and Investment Professionals. He is also a member of the Financial Planning Association.

Mike and his wife Kathy are avid cyclists and fitness enthusiasts.

***Item 3 - Disciplinary Information***

Advisers are required to disclose any material facts regarding certain legal or disciplinary events that would be material to your evaluation of an adviser; however, Mike has no such disciplinary information to report.

***Item 4 - Other Business Activities***

Mike is not engaged in any other business activities.

***Item 5 - Additional Compensation***

Mike has no other income or compensation to disclose.

***Item 6 - Supervision***

Nick Hoffman, sole principal owner of NHCO, is responsible for providing compliance oversight for Mike and for reviewing accounts. Nick can be reached at (404) 815-5050.