

**Item 1: Cover Page**

**SANCTUARY WEALTH ADVISORS, LLC**

**Part 2A Appendix 1 of Form ADV: *Wrap Fee Program Brochure***

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This wrap fee program brochure provides information about the qualifications and business practices of Sanctuary Wealth Advisors, LLC (referred to in this brochure as “Sanctuary Wealth Advisors,” “we,” “our,” or the “Firm”). If you have any questions about the contents of this Brochure, please contact us at the above listed telephone numbers. The information included in firm Brochure has not been approved or verified by the SEC or any state securities authority.

Additional information about Sanctuary Wealth Advisors is also available on the SEC’s website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov). The Firm’s IARD# is 150212.

Any reference to Sanctuary Wealth Advisors being a “Registered Investment Advisor” simply means that the firm is registered as an investment advisor and does not imply a certain level of skill or training.

The brochure is dated March 30, 2018.

## **Item 2: Material Changes**

Sanctuary Wealth Advisors (“Sanctuary”) has been in business in the state of California since March 8, 2010 and is currently registered as an investment advisor with the SEC. The Firm was previously owned by its employees and Sanctuary Wealth Services LLC (“SWS”). Jeffrey Spears previously owned 90% of SWS. On February 20, 2018, Crosspoint Capital Management LLC purchased Sanctuary Wealth Advisors. Crosspoint Capital Management LLC is 100% owned by Anthony Cantando.

As of February 20, 2018, Anthony Cantando is Chief Executive Officer of Sanctuary Wealth Advisors, replacing Jeffrey Spears.

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## **Item 4: Services, Fees and Compensation**

### **A. Description of Services and Fees:**

This disclosure Brochure describes the wrap fee program sponsored by Sanctuary Wealth Advisors. Other services provided by Sanctuary Wealth Advisors are described in the Firm's ADV Part 2, which is a separate document.

Sanctuary Wealth Advisors currently participates in a wrap fee program by providing portfolio management services. A wrap fee program is an investment program where you pay us, as the sponsor of the program, fees, which covers the costs of investment management, brokerage, custody and other services provided under this program. Sanctuary Wealth Advisors acts as a sponsor to this wrap fee program as well as the portfolio manager.

Prior to engaging us to provide our services you will be required to enter into an Investment Management Agreement with us setting forth the terms and conditions under which we will provide our services. We will obtain information from you about your financial situation, investment objectives and risk tolerance, by meeting with you and providing you with a questionnaire or using another method designed to obtain your relevant financial information. As your financial situation, goals, objectives, or needs change, you must notify us promptly. In addition, you will have the opportunity to place reasonable restrictions on the types of investments held in your portfolio.

Sanctuary Wealth Advisors uses proprietary technical measures to analyze price movements that are used to derive positive or negative signals. Sanctuary Wealth Advisors makes its investment decisions based on these signals and invests in cash (i.e. money market funds) or equities accordingly. Once a signal to purchase equities is given, Sanctuary Wealth Advisors will follow a fundamental, disciplined approach to select a diversified portfolio of equities securities based on the research of independent research resources.

The wrap program may buy, sell, exchange, convert, and otherwise trade in any stocks, bonds, warrants, and other securities and assets, including money market instruments. Execution of such transactions will be placed with or through such brokers, dealers, or issuers as the portfolio manager may select.

Sanctuary Wealth Advisors charges investment management fees to clients based on a percentage of the client's total assets under management. The annual investment management fee for the wrap program shall be computed on the basis of the schedule set forth as follows (or as negotiated with the client) and shall be paid quarterly as specified in the client's investment management agreement:

#### **Management Fee Schedule**

1.00% to 2.00%

Assets shall be valued and the management fee calculated based on the average daily balance for the quarter as valued by the custodian, which may be adjusted for deposits and withdrawals. The management fee includes transaction fees, and other related costs and expenses. In the event that a management fee period under this Agreement is less than one full quarter, then the

management fee for the period will be pro-rated for the number of days the Agreement is in effect.

Clients may elect to be billed for management fees incurred or have fees paid automatically by being deducted from the account(s). This election is made in the client's Investment Management Agreement. Clients electing to have fees deducted from the account(s) will receive account statements no less than quarterly that reflect and disclose the management fee amount deducted from the account(s). Clients electing to be billed for management fees incurred will receive bills quarterly.

Either party, for any reason, upon written notice, can terminate the Investment Management Agreement before its expiration date. If an Investment Management Agreement is terminated within 5 days of signing and delivery of this disclosure Brochure, no management fees will be charged.

## **B. Program Costs**

Our fee includes such services as investment management, execution of securities, account servicing, and continuous account management. Clients may be able to receive services similar to those offered through our program from other investment advisers either separately or as part of a similar wrap fee program. Other investment programs may charge more or less than ours.

### ***Transaction Based Pricing Programs***

Sanctuary has entered into agreements with its custodians to adopt and implement a transaction based pricing ("TBP") fee structure as part of its wrap fee program. As part of the wrap fee program, a client is charged an investment management fee, which covers the costs of investment management, and ticket charges charged for trade executions under the TBP program. The fee is computed based on the average daily market value of the client's assets under management in the TBP program and is billed on a quarterly basis. When the custodian charges a per-trade ticket charge, Sanctuary pays for all trading related fees under the wrap program, not the client.

### ***Asset-Based Pricing Programs***

Sanctuary has entered into agreements with its custodians to adopt and implement an asset based pricing ("ABP") fee structure as part of its wrap fee program. As part of the wrap fee program, a client is charged an investment management fee, which covers the costs of investment management, and ticket charges charged for trade executions under the ABP program. The fee is computed based on the average daily market value of the client's assets under management in the ABP program, and is billed on a quarterly basis. When the custodian charges an asset based fee, Sanctuary pays for all related fees under the wrap program, not the client.

### ***Pricing Evaluation***

In order to ensure that clients' custodian costs are minimized, Sanctuary will evaluate the costs associated with custodians' ABP programs, including custodial fees, and ticket charges, at least on an annual basis. As part of the evaluation, Sanctuary will take the following factors into account:

- Average number of trades transacted over the prior year by clients.
- Ticket charge per trade charged by custodian.
- ABP fee charged by custodian.
- Assets under management by each client household.

### **C. Additional Fees**

In addition to our fee, you may incur other fees and charges not directly related to the execution and clearing of transactions imposed by third-parties, including, but are not limited to, fees charged by your custodian, fund management and other fees imposed directly by a mutual fund or exchange traded funds purchased in your account as disclosed in the fund's prospectus, certain deferred sales charges on previously purchased mutual funds, transfer taxes, wire transfer and electronic fund fees, check writing fees, custodial termination fees, and other fees and taxes on brokerage accounts and securities transactions.

### **D. Compensation for Client Participation**

Sanctuary Wealth Advisors may pay compensation to persons for recommending its wrap fee program to a client. Therefore, the person making the recommendation may have a financial incentive to recommend the wrap fee program.

## **Item 5: Account Requirements and Types of Clients**

Sanctuary Wealth Advisors offers its wrap fee program to individuals, high net worth individuals, institutions, trusts, estates, charitable institutions, corporations and other business entities. The minimum account size for participation in the wrap program is typically \$100,000.

## **Item 6: Portfolio Manager Selection and Evaluation**

### **A. Selecting and Reviewing Portfolio Managers**

Sanctuary Wealth Advisors is the only portfolio manager in the wrap fee program. Sanctuary Wealth Advisors uses industry standards to calculate portfolio manager performance. The Firm reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is reviewed at least monthly.

### **B. Related Persons**

Sanctuary Wealth Advisors is the only portfolio manager in the wrap fee program.

## **C. Supervised Person Acting as Portfolio Manager**

### **Advisory Business**

Sanctuary Wealth Advisors offers investment advisory services to the wrap fee program. Other services provided by the Firm include, but are not limited to portfolio management for individuals, small businesses and institutional clients, and consulting advice. In most circumstances, the investments made for clients of Sanctuary Wealth Advisors are managed by advisors who have relationships with the Firm.

Asset allocations may include exchange-listed securities, corporate debt securities, municipal securities, U.S. government securities, mutual fund shares, exchange traded funds, and separately managed accounts. Investments for individual accounts are selected based on varying factors determined through investment objective questionnaire and/or client interactions.

### **Performance Based Fees**

Sanctuary Wealth Advisors does not collect performance-based fees.

## Methods of Analysis

Sanctuary Wealth Advisors offers a suite of portfolios that falls under our Tactical Growth & Capital Preservation Model. The objective of the portfolios is to invest in markets that are defined as being in a positive, upward trend, and to be positioned defensively during a negative, downward trend. The general investment methodology is consistent across each portfolio, while the specific types of investments purchased are unique to each portfolio. A position on the market is derived through proprietary technical measures which analyze price movements within the broader U.S. equity markets.

**Portfolios are not managed to take into consideration the impact of taxes to investors.**

A description of each strategy is as follows:

### ***Crosspoint Tactical All-Cap Core Portfolio***

When a positive market signal is generated, the Crosspoint Tactical All-Cap Core Portfolio invests in a diverse portfolio of 20-30 individual US listed equities across all market capitalization. This is an opportunistic, long-only strategy that utilizes a combination of technical and fundamental research to support the purchasing of each security in the portfolio. The strategy follows a disciplined approach that applies technical thresholds that each security must meet, as well as liquidity minimums. Strict sell disciplines are set in place.

### ***Crosspoint Tactical Small-Cap Portfolio***

When a bullish market signal is generated, the Crosspoint Tactical Small-Cap Portfolio invests in a diverse portfolio of 30-50 individual U.S. listed equities that have a market capitalization of less than \$2 Billion at the time of purchase. This is an opportunistic, long-only strategy. The strategy follows a disciplined approach that applies technical thresholds that each security must meet, as well as liquidity minimums. Strict sell disciplines are set in place.

### ***Crosspoint Tactical ETF Portfolio***

When a positive market signal is generated, the Crosspoint Tactical ETF Portfolio invests in a diverse portfolio of general market index and industry Exchange Traded Funds (ETFs). The industry ETFs represent the leading industries for that particular market cycle. Sanctuary measures the strength of 130 industries within the broader market. Not all industries have a suitable ETF available for purchase that do not allow the portfolio manager flexibility in choosing an appropriate investment choice.

### ***Crosspoint Accelerated Growth***

The Crosspoint Accelerated Growth Strategy is an investment strategy that shifts between U.S Index ETF's and 100% cash based on the condition and trend of the U.S. stock market as determined by the firm's proprietary Market Sentiment Indicator (MSI). When the MSI is Positive, the strategy will invest in 0-4 Leveraged Index ETF's weighted between 0-50% of the portfolio based on distinct technical parameters. When the MSI is Negative, the strategy will rotate into a non-leverage index ETF or cash. The primary goal of the strategy is to outperform its benchmark by being invested in rising stock markets and protecting investor capital by setting trail parameters when market risk is elevated.



### **Risk of Loss**

**Investing in any type of security (i.e. stocks, bonds, mutual funds, etc.) or investment strategy involves risk of loss. Investment losses can also include the loss of the original amount invested. Clients should take into consideration their ability to withstand any loss. Past performance is not indicative of future results. There are certain additional risks associated with investing in securities that include:**

- **Market Risk** - Either the stock market as a whole, or the value of an individual company, does down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- **Interest Rate Risk** - The risk that an investment's value will change due to a change in interest rates. Such changes usually affect bond and other prices inversely.
- **Equity (stock) market risk** - Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- **Company Risk** - When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry.

For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

- **Fixed Income Risk** - When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- **ETF and Mutual Fund Risk** - When investing in an ETF or mutual fund, there are additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Leveraged and inverse ETFs may not be suitable for all investors and have unique characteristics and risks.  
Although there are limited occasions where a leveraged or inverse ETF may be useful for some types of investors, it is extremely important to understand that, for holding periods longer than a day, these funds may not give you the returns you may be expecting.
- **Management Risk** - The value of your investment will vary with the success and failure of selected investment strategies, research, analysis and determination of portfolio securities. If the investment strategies do not produce the expected returns, the value of the investment may decrease.

- **Leverage Risk** – When invested in leveraged products, there is investment exposure in excess of the products assets. It is possible that products that Crosspoint invests in will lose more money in market environments adverse to the objective of the underlying product itself. The use of leveraged strategies increases the risk to the fund and magnifies gains and losses on the investment. You could incur significant losses, including total loss, even if the long-term performance of the underlying index showed a gain. Most leveraged ETFs "reset" daily and due to compounding, therefore the performance over longer periods of time can differ significantly from the performance of their underlying index or benchmark during the same period of time.
- **Counterparty/Derivative Risk** – In order to achieve investment objectives of adding leverage/beta to a portfolio, some strategies will invest in derivatives, which are financial instruments whose value is derived from the value of an underlying asset or assets (stocks, bonds, ETFs, etc.). These instruments are primarily provided by large financial institutions, which could call for cash settlement or close the product at any time. Credit risk may arise from a counterparty if there are unwilling or unable to provide timely payments to the vehicle providers, despite its contractual obligation to do so.
- **Volatility Risk** – The returns of a strategy for periods longer than a single day will be the result of each day's returns compounded over the period, which will very likely differ from the return of the benchmark index over the same period. It is very possible for a strategy to lose money if the level of the benchmark Index is flat over time, and it is possible that such a strategy will lose money over time even if the underlying indexes rise due to volatility/compounding risk.
- **Liquidity Risk** – In certain circumstances, such as the disruption of the orderly markets for the securities or financial instruments in which Crosspoint invests, it is possible that a strategy might not be able to acquire or dispose of certain holdings quickly or at prices that represent true market value. Markets for the securities or financial instruments in which Crosspoint invests may be disrupted by a number of events, including but not limited to economic crises, natural disasters, new legislation, or regulatory changes inside or outside of the U.S. For example, regulation limiting the ability of certain financial institutions to invest in certain securities would likely reduce the liquidity of those securities. These situations may prevent the Fund from limiting losses, realizing gains or achieving a high correlation with the Index.

## **Voting Client Securities**

Sanctuary Wealth Advisors does not accept authority to vote client securities. Advisors do not vote on behalf of the client on voting proxies for securities held in client's accounts. The client maintains exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to client's investment assets. Clients will receive their voting proxies or other solicitations directly from the custodian, unless otherwise directed by the client.

### **Item 7: Client Information Provided to Portfolio Managers**

The Firm is the sponsor and the portfolio manager of the wrap fee program. You should notify us promptly if your financial situation or investment objectives changes. You may contact us at (415) 291-2912.

### **Item 8: Client Contact with Portfolio Managers**

Clients may contact the Firm at (415) 291-2912 during normal business hours, Monday through Friday.

### **Item 9: Additional Information**

#### **Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of the firm or the integrity of the firm's management.

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

### **A. Registration as a Broker-Dealer or Broker-Dealer Representative**

Sanctuary Wealth Services LLC ("SWS") no longer owns Securities Securities, LLC, a broker-dealer firm.

### **B. Registration as a Futures Commission Merchant, Commodity Pool Operator or Commodity Pool Trading Advisor**

Neither Sanctuary Wealth Advisors nor any of its management persons are registered as a futures commodity merchant, commodity pool operator or commodity pool trading advisor.

### **C. Material Relationships with Related Persons**

None.

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

### **A. Code of Ethics**

Sanctuary Wealth Advisors has adopted a Code of Ethics to govern its ethical obligations regarding personal securities transactions pursuant to Rule 204A-1 under the Advisors Act. Sanctuary Wealth Advisors' Code of Ethics addresses general standards regarding the Firm's fiduciary duty to clients as well as personal trading guidelines, insider trading policy, and general ethical standards applicable to all associated persons. Sanctuary Wealth Advisors will provide a copy of its Code of Ethics to any client or prospective client upon request by contacting Anthony Cantando at (415) 291-2912.

### **B. Recommendations Involving Material Financial Interest**

Neither Sanctuary Wealth Advisors, nor any of its associated persons will recommend to clients, to buy or sell securities in which the Firm or its associated persons have a material financial interest, unless otherwise disclosed.

### **C. Investing in the Same Securities as Clients**

The Advisor manages accounts for clients of Sanctuary Wealth Advisors in-line with the Advisor's stated investment strategy and portfolio models. The Firm does not prohibit employees from trading in securities that are also recommended to its clients. This presents a conflict of interest. Any conflict that could arise from trading activity in the same securities by the Firm or its associated persons will be mitigated by the requirement for employees to comply with the Firm's code of ethics, which includes a requirement to disclose all holdings and trading activities.

If issues arise regarding an Advisor's fiduciary obligation and/or violations of the Firm's Code of Ethics, it will be escalated to the Firm's Compliance Department.

### **D. Investing in Securities around the Same Time as Clients**

Sanctuary Wealth Advisors will generally transact client orders at the same time or before the orders of its associated persons when the same securities are being bought or sold. In some instances, block trades with average price allocations may be placed that include allocation to accounts belonging to both associated persons of the Firm and clients. The Firm reviews associated person transactions to ensure that associated persons or related accounts do not receive better pricing than its clients when trades are placed at or about the same time.

### **E. Disincentive to Trade**

Since the wrap program involves Sanctuary Wealth Advisors paying the Custodial Brokers, the custodial costs associated with securities transactions may create a potential disincentive to trade. The disincentive to trade is minimized as Sanctuary Wealth Advisors is the only portfolio manager in the wrap fee program; and accounts are managed to follow our proprietary investment signals, unless otherwise directed by the client.

Additionally, any potential conflict that could arise from this disincentive to trade will be mitigated by the requirement for employees to comply with the Firm's Code of Ethics, which includes a requirement to act in the best interest of the client.

## **Review of Accounts**

### **A. Periodic Reviews**

Most client accounts will consist of equities securities and mutual funds managed portfolio by an Advisor. The trading activity in accounts is reviewed by a Supervisor. While the underlying securities within client accounts are continually monitored by the Advisor, these accounts are reviewed at least annually by a Sanctuary Supervisor.

### **B. Factors that Trigger Other Than Periodic Reviews**

More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or market, political and economic events.

### **C. Reports to Clients**

Clients receive month-end or quarter-end account statements showing activity and period end positions, and a year-end tax statement detailing the previous year's taxable activity. The information will be prepared and sent to clients by the custodial brokers. Clients may choose to have online access to their accounts to view daily information.

Quarterly reports, compiled by a third-party performance reporting service provider(s) may be made available to clients. These reports provide a review of all assets and performance information for the client's portfolio.

## **Client Referrals and Other Compensation**

Sanctuary Wealth Advisors may have referral agreements with other investment advisors. When recommending third-party advisors to clients of Sanctuary Wealth Advisors, the Firm will ensure that third-party advisors are appropriately licensed. See the section entitled Compensation for Client Participation on page 6 for additional information.

## **Financial Information**

### **A. Prepayment of Fees**

Sanctuary Wealth Advisors does not require or solicit prepayment of fees six months or more in advance.

### **B. Discretionary Authority**

Sanctuary Wealth Advisors has discretionary authority over client assets in instances where the client approves such discretion. Sanctuary Wealth Advisors is not subject to any financial conditions that is reasonably likely to impair its ability to meet its contractual commitments to clients.

### **C. Bankruptcy**

Sanctuary Wealth Advisors is not the subject of any bankruptcy petition, nor the subject at any time during the past ten years.