

Item 1: Cover Page

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 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 number. 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. 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.

This brochure is dated October 23, 2012

Item 2: Material Changes

This is the initial filing of a wrap free brochure for Sanctuary Wealth Advisors, so there are no material changes to report.

Item 3: Table of Contents

Item 1: Cover Page 1

Item 2: Material Changes 2

Item 3: Table of Contents 3

Item 4: Services, Fees and Compensation..... 4

Item 5: Account Requirements and Types of Clients..... 6

Item 6: Portfolio Manager Selection and Evaluation 6

Item 7: Client Information Provided to Portfolio Managers 8

Item 8: Client Contact with Portfolio Managers 9

Item 9: Additional Information 9

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.

A wrap fee program is an investment program where you pay us, as the sponsor of the program, a single fee, which covers the costs of investment management, brokerage, custody and other services provided under this program. Our program fees, minimum account requirements and additional information about our firm are described in more detail below.

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. Based upon your individual investment objectives, financial situation, and risk tolerance, we will recommend an initial portfolio allocation. 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.

We provide our investment advice on a discretionary basis using a proprietary system called "Sanctuary Tactical" (see Item 6 for more information on methods of analysis and investment strategies). All accounts under this program are managed using the same portfolio management approach. Pursuant to the Investment Management Agreement with each Client in the wrap program, we may buy, sell, exchange, convert, and otherwise trade in any stocks, bonds, options, warrants, and other securities and assets, including money market instruments, futures contracts, and currencies. Execution of such transactions will be placed with or through such brokers, dealers, or issuers as the portfolio manager may select.

The annual 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 in arrears:

Total Assets Under Management	Total Fee Range
All	1.00-2.00%

Our standard annual fee is a percentage of the market value of the assets under our management. We charge our fee quarterly in arrears. Assets shall be valued and the fee calculated based on the average daily balance of the preceding calendar quarter as valued by the custodian, which may be adjusted for deposits and withdrawals during the month. Our fee includes brokerage commissions, transaction fees, and other related costs and expenses.

Substantial additions to or withdrawals from the account by the Client may be pro-rated on an equitable basis for the period the Assets involved were under management. In the event that a fee period under this Agreement is less than one full quarter, then the fee for the period shall be the product obtained by

multiplying a full quarterly fee by a fraction, the numerator of which shall be the number of days this Agreement is in effect prior to the end of the calendar quarter and the denominator of which shall be 90.

Clients may elect to be billed for 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 fee amount deducted from the account(s). Clients electing to be billed for 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 the Agreement is terminated before the end of the billing period, the client will receive a refund for pre-paid fees for that billing period on a pro-rata basis.

If an Investment Management Agreement is terminated within 5 days of signing and delivery of this disclosure Brochure, no fees may be charged.

B. Program Costs

Our fee includes such services as investment management, execution of securities, the custodian's monthly reports, account servicing, and continuous account management. Participation in our program may cost you more or less than purchasing these services separately. The portfolio size and amount, number of transactions made in each account, as well as the commissions charged for each transaction, will determine the relative cost of our program versus paying for executions on a per transaction basis and paying a separate fee for advisory services. You 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. These services or programs may cost more or less than our program, depending on the fees charged by the other service providers.

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 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

Of the total wrap fee, Sanctuary Wealth Advisors may pay up to 1.5% to an unaffiliated Registered Investment Advisor, or an Investment Advisor Representative of the Firm, for recommending our wrap fee program to a client. This compensation may be more than what would have been received if the client paid separately for investment advice, brokerage, and to other services. Therefore, the individual making the recommendation may have a financial incentive to recommend the wrap fee program to clients.

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 \$100,000.

Item 6: Portfolio Manager Selection and Evaluation

A. Selecting/Reviewing Portfolio Managers

Sanctuary Wealth Advisors will not select any outside portfolio managers for management of this wrap fee program. We are the only portfolio manager in our wrap fee program.

Sanctuary Wealth Advisors will use industry standards to calculate portfolio manager performance.

Sanctuary Wealth Advisors reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is Global Investment Performance Standards (“GIPS”) verified by Ashland. The performance information is reviewed at least monthly.

B. Related Persons

As stated above, Sanctuary Wealth Advisors is the only portfolio manager in our wrap fee program. Since we are and will continue to be, the only portfolio manager for the wrap program, there are no conflicts of interest involving the selection of other portfolio managers for this wrap fee program.

C. Supervised Person Acting as Portfolio Manager

Because we act as the portfolio manager for our wrap program, we are required to provide the following information:

Advisory Business

Sanctuary Wealth Advisors offers investment advisory services to its wrap fee program participants as detailed in Section 4 above. Other services provided by our Firm include, but are not limited portfolio management for individuals, small businesses and institutional clients, selection of other advisers, and investment consulting advice. A majority of the investments made for clients of Sanctuary Wealth Advisors are managed by outside managers who have relationships with the Firm. Asset allocations may include exchange-listed securities, corporate debt securities (other than commercial paper), municipal securities, US government securities, mutual fund shares, exchange traded funds, options, investment partnerships investing in real estate or oil and gas interests, and other pooled and separately managed accounts (such as hedge funds). Investments for individual accounts are selected based on varying factors of suitability determined through and investment objective questionnaire and client interactions.

Information about our Firm's other services (briefly described above and outside of this wrap program) can be obtained by requesting a copy of the Firm's ADV Part 2.

Pursuant to the Investment Management Agreement with each Client in this wrap program, the Portfolio Manager may buy, sell, exchange, convert, and otherwise trade in any stocks, bonds, options, warrants, and other securities and assets, including money market instruments, futures contracts, and currencies. Execution of such transactions will be placed with or through such brokers, dealers, or issuers as the Portfolio Manager may select. Additional information regarding portfolio management and methods of analysis is provided below.

Services are tailored to the individual needs of each Client and are outlined in the Investment Guidelines that accompany each Client's Investment Management Agreement.

Performance Based Fees

Sanctuary Wealth Advisors does not currently collect any performance-based fees (fees based on a share of capital gains or capital appreciation of your assets).

Methods of Analysis and Risk of Loss

Sanctuary Wealth Advisors' methods of analysis under the wrap fee program involve the use of a proprietary system called "Sanctuary Tactical". This portfolio management system is a combination of technical and fundamental analysis. Technical analysis signals when the portfolios will be 100% invested in the market or 100% in cash. When the portfolio is 100% invested in the market, stock selection is driven by fundamental analysis. This system has had a Global Investment Performance Standards ("GIPS") compliant track record for seven years.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. This analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. Additionally, because it can take a long time for a company's value to be reflected in the market, the risk associated with this method of analysis is that a gain is not realized until the stock's market price rises to the company's true value. In some cases the market may fail to reach expectations of perceived value.

Technical analysis involves the analysis of past market data; primarily price and volume. This type of analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. Risks associated with this analysis type are that markets do not always follow patterns and trends may change unpredictably. As such, relying solely on this method may not work long term.

The Sanctuary Tactical strategy uses technical measures provided by an independent service, such as historical price movements and statistical analysis of these price movements, and utilizes the positive or negative signals the issued by the independent service on the market as a whole. 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 based on the research of several independent research sources. The Sanctuary Tactical strategy is an opportunistic long-only, all cap strategy that utilizes a proprietary combination of technical and fundamental analysis that seeks to grow capital while stressing the importance of capital preservation in down markets. Following this approach, there are times in market cycles when the strategy will be fully invested in U.S. listed equities and there will be times when the strategy is completely out of equities and in cash. The strategy is not tax sensitive.

Step 1) Market Sentiment - By rigorously following our weekly market sentiment indicator, we constantly evaluate the risk-reward of owning equities versus protecting investment capital by being in cash during weak markets.

Step 2) Portfolio Construction - Our technical filter highlights the stocks across all caps and sectors that we believe are most likely to outperform the broad market. We then couple this to our fundamental research in order to construct a portfolio of 20 to 30 of the strongest technical stocks that we believe have sound fundamentals.

Step 3) Sell Discipline - The portfolio is actively maintained using a strict technical sell discipline. This avoids the common pitfall of becoming emotionally attached to a position.

As there is a risk in of loss of principal when investing in any equities, Sanctuary Tactical strives to minimize this risk by using the technical signals to move from fully invested to investing in cash, or vice versa. If the strategy does not exit the broad market quickly enough in a bearish downturn, or conversely if the strategy is too slow in entering a bullish upturn, you may participate in that market movement to the extent if you had remained 100% invested in equities or cash. Principal loss may also occur due to the selection of the individual equities themselves because some individual stocks may suffer losses, may not perform as well as the broader markets or may not perform as well as their peers.

Although Sanctuary Wealth Advisors conducts this analysis based on available historical and present data, any investments in securities involve risk of loss that clients should be prepared to bear. Obtaining higher rates of return on investments typically entails accepting higher levels of risk. We work with you to attempt to identify the balance of risks and rewards that is appropriate and comfortable for you. However, it is still your responsibility to ask questions if you do not fully understand the risks associated with any investment or investment strategy.

Also, while we strive to render our best judgment on your behalf, many economic and market variables beyond our control can affect the performance of your investments and we cannot assure you that your investments will be profitable or assure you that no losses will occur in your investment portfolio. Past performance is one relatively important consideration with respect to any investment or investment advisor, but it is not a predictor of future performance.

Voting Client Proxies

Sanctuary Wealth Advisors does not accept authority to vote client securities. Advisors shall not vote or advise the client on voting proxies for securities held in client's accounts. Therefore, 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. Advisors and/or the clients shall instruct the client's qualified custodian to forward to client copies of all proxies and shareholder communications relating to the client's investment assets. Clients will receive their voting proxies or other solicitations directly from the custodian. If a client has questions on any particular proxy or solicitation, they can contact their advisor.

Item 7: Client Information Provided to Portfolio Managers

We are the sponsor and the portfolio manager of the wrap fee program. You should notify us promptly if your financial situation or investment objectives change. You may contact us at (415) 291-2900.

Item 8: Client Contact with Portfolio Managers

As a portfolio manager of a wrap fee program, we must inform you if there are any restrictions placed on your ability to contact us. You may contact us at (415) 291-2900. Our normal business hours are 8:00 a.m. to 5:00 p.m. Monday through Friday.

Item 9: Additional Information

Disciplinary Information

Sanctuary Wealth Advisors is required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of the firm or the integrity of the firm's management.

Sanctuary Wealth Advisors' parent company's broker-dealer subsidiary, Sanctuary Securities, LLC, was involved in an arbitration proceeding with a placement client. This client is a real estate fund manager and the dispute was over the fees for services that were performed per the written contract. The claim was settled in April 2011.

The Firm's CEO, Jeffrey Spears, was the subject of an internal review while employed at Banc of America Investment Services, Inc. This internal review was initiated on July 7, 2003 and involved matters related to inquiries made by the New York Attorney General and SEC into mutual fund practices. As a result of the internal review, Mr. Spears was discharged for reasons cited as "Loss of confidence; inaccurate internal certification to Banc of America Securities, LLC."

Other Financial Industry Activities and Affiliations

As a registered investment adviser, we must disclose information regarding our business activities, other than giving investment advice, our other activities in the financial industry, and any arrangements with related persons that are material to our advisory business or clients. We are also required to disclose if we receive cash or other economic benefits from a third-party in connection with advising our clients.

Registration as a Broker-Dealer or Broker-Dealer Representative. Sanctuary Wealth Advisors is 100% owned by its employees and Sanctuary Wealth Services LLC ("Sanctuary Wealth Services"). Sanctuary Wealth Services also owns a broker-dealer firm, Sanctuary Securities, LLC ("Sanctuary Securities"). Sanctuary Wealth Advisors is managed Jeffrey Spears, its Chief Executive Officer and Chief Compliance Officer, who is also registered as a representative of Sanctuary Securities.

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.

Material Relationships with Related Persons. The firm has relationships with the following entities:

Sanctuary Securities, LLC. As mentioned above Sanctuary Wealth Services, the Firm's parent company, also owns a broker-dealer firm, Sanctuary Securities. Investments represented by the affiliated broker-dealer, Sanctuary Securities, may be purchased by the Sanctuary Wealth Advisors' advisory clients at their sole discretion. In these instances, compensation may be paid to the

affiliated broker-dealer, which represents a conflict of interest. In an effort to mitigate this conflict, in no case will any form of compensation be paid to the Advisor so that the Advisor will remain unconflicted in the advice he/she provides to clients of Sanctuary Wealth Advisors. Advisors of the Firm will receive no incentive to recommend a product represented by the affiliated broker-dealer versus any other product that may be recommended to the client.

Additionally, some Advisors may be dually registered with Sanctuary Wealth Advisors and Sanctuary Securities, in which case they will have the ability to execute brokerage transactions for advisory clients. Although this presents a conflict of interest, advisors will be obligated by their fiduciary responsibility to always act in the best interest of the client. In an effort to mitigate this conflict and ensure advisors are complying with their fiduciary responsibility, the firm has implemented a code of ethics (see Item 11) and has processes in place for the review and approval of brokerage activity by supervisory personnel. If a dually registered Advisor is receiving fees from a client based on their assets under management, he may not also receive commissions on any of those assets invested through the affiliated broker dealer. An Advisor who is dually registered as a broker dealer representative with Sanctuary Securities will only be permitted to receive commission payments for accounts opened on the brokerage platform.

Harvest Capital Strategies, LLC. The Firm's parent company, Sanctuary Wealth Services, LLC, has received an investment from Harvest Capital Strategies, LLC, a Registered Investment Advisor who advises and is general partner of several pooled investment vehicles (i.e. hedge funds). Some of the funds managed by Harvest Capital Strategies, LLC will be approved investment solutions for advisory clients of the Firm. As this represents a conflict of interest, Advisors will be obligated by their fiduciary responsibility to always act in the best interest of the client. All investment recommendations to Funds managed by Harvest Capital Strategies will be reviewed by supervisory personnel.

Gordian Capital Management, LLC. Advisors Britt Doyle, Elliott Elbaz and Michael Phippen are dually registered employees of Sanctuary Securities and Sanctuary Wealth Advisors (together with SWS and Sanctuary Securities "Sanctuary"). Their services are provided within a business unit of Sanctuary under the name Gordian Wealth Advisors, LLC ("GWA"). Messrs. Doyle and Elbaz are each co-founders of the GWA business unit; Mr. Phippen serves as its Director of Research.

Messrs. Doyle, Elbaz and Phippen are also the principal owners and Managing Members of Gordian Capital Management, LLC ("GCM"). GCM is a Delaware limited liability company formed in December of 2011 and is a registered investment advisor in the state of California. GCM serves as general partner and investment adviser to a private investment fund (the "Fund").

The offering of investment advice by GCM is entirely separate and distinct from Messrs. Doyle, Elbaz and Phippen's business with the Sanctuary companies. Clients of GCM are not clients of Sanctuary, and vice versa, in absence of a clear and written agreement to such effect.

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

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 Jeffrey Spears at (415) 291-2900.

Neither Sanctuary Wealth Advisors nor any of its related persons recommend to clients, or buys or sells for client accounts, securities in which the Firm or its associated persons have a material financial interest.

Sanctuary 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 with regard to 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.

If this should occur, Sanctuary Wealth Advisors will generally transact client business before the business of its associated and/or related persons when similar 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 will ensure that its associated persons or related accounts do not receive better pricing than its clients.

Review of Accounts

Accounts in this wrap program are reviewed by the designated principal for trading activity and suitability. While the underlying securities within client accounts are continually monitored by the designated principal, these accounts are formally reviewed at least annually by the CCO or the Supervisor responsible for maintaining and servicing client relationships.

More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. It is noted that the designated principal is currently Jeffrey Spears.

Clients receive month-end account statements showing activity and month end positions, and a year end tax statement detailing the previous year's taxable activity. This information will be prepared and sent to clients by the custodial broker-dealer(s) and/or a third party data aggregator. Clients may also choose to have online access to their accounts to view daily information.

Client Referrals and Other Compensation

Sanctuary Wealth Advisors' may has a referral agreement in place with other investment advisors. For clients referred to our wrap program through these agreements, Sanctuary Wealth Advisors may pay up to 1.5% of the total wrap fee to the referring party.

Financial Information

As a registered investment adviser, we must provide you with certain financial information or disclosures about our financial condition if we have financial commitments that impair our ability to meet contractual and fiduciary commitments to you. We have not been the subject of a bankruptcy proceeding and do not have any financial commitments that would impair our ability to meet any contractual or fiduciary commitments to you.

