

Item 1 – Cover Page

WiseBanyan, Inc.
353 East Bonneville Avenue
Suite 125
Las Vegas, NV 89101
(646) 593-8359

www.wisebanyan.com

This brochure provides information about the qualifications and business practices of WiseBanyan, Inc. (“WiseBanyan”). If you have any questions about the contents of this brochure, or if you would like to request a copy of this Brochure free of charge, please contact us at (646) 593-8359 or at support@wisebanyan.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

WiseBanyan is a registered Investment Adviser with the United States Securities and Exchange Commission. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser. Additional information about WiseBanyan is also available on the SEC’s website at www.adviserinfo.sec.gov. WiseBanyan’s CRD number is 150953.

Item 2 – Material Changes

There has been no material change since the last update of our brochure on November 10, 2015.

We will provide you with a new brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested free of charge by contacting us at support@wisebanyan.com.

Additional information about WiseBanyan is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with WiseBanyan who are registered, or are required to be registered, as investment adviser representatives of WiseBanyan.

Item 3 – Table of Contents

[Item 1 – Cover Page](#)

[Item 2 – Material Changes](#)

Item 3 – Table of Contents	iv
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation	2
Item 6 – Performance-Based Fees and Side-By-Side Management	4
Item 7 – Types of Clients	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	4
Item 9 – Disciplinary Information	5
Item 10 – Other Financial Industry Activities and Affiliations	5
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading	5
Item 12 – Brokerage Practices	7
Item 13 – Review of Accounts	8
Item 14 – Client Referrals and Other Compensation	9
Item 15 – Custody	9
Item 16 – Investment Discretion	9
Item 17 – Voting Client Securities	9
Item 18 – Financial Information	10

Item 4 – Advisory Business

WiseBanyan, Inc. is owned by WiseBanyan Holdings, Inc. and has been providing advisory services since September 1, 2009. WiseBanyan Holdings, Inc. is owned primarily by employees of WiseBanyan, Inc.

As of March 18, 2016, WiseBanyan manages \$49,020,424 on a discretionary basis.

PORTFOLIO MANAGEMENT SERVICES

WiseBanyan offers clients two different portfolio management options:

1. Model portfolio management via the WiseBanyan website.
2. Customized portfolio management solutions.

1. Model portfolio management via the WiseBanyan website:

WiseBanyan begins by assessing a client's investment profile through an online questionnaire via the WiseBanyan website which gauges the client's desire to maximize returns vs. their desire to minimize losses. However, the client can decide on a model portfolio allocation independent of the recommended model portfolio allocation generated by the questionnaire. WiseBanyan model portfolios are comprised of a mix of exchange traded funds ("ETF"s) in different asset classes. Those with a higher risk tolerance and desire to maximize returns are invested more heavily in stock ETFs, while those who have more of a desire to minimize potential losses are invested more heavily in bond ETFs.

To provide the optimal investment strategy, WiseBanyan's investment strategy focuses on building fully diversified model portfolios while minimizing fees and tax consequences. This strategy focuses on Modern Portfolio Theory, which provides the framework for combining securities in a portfolio to generate the highest returns possible at a given level of risk. This is achieved through a focus on diversification - the process of building portfolios with asset classes and securities that should move independently of each other. The model portfolios constrain the weightings of individual holdings to ensure a fully diversified allocation. All WiseBanyan model portfolio allocations are diversified, liquid, and do not use any leverage.

The WiseBanyan website allows clients to update their portfolio allocation selection online, and this will effect a change in their portfolio composition as a client is transitioned to a different model portfolio. WiseBanyan provides clients with individual, password-protected, login credentials to its website, www.wisebanyan.com, where clients can view their holdings and their account history as well as access to all account related documents. WiseBanyan rebalances each client's portfolio on a periodic basis to realign the portfolio to the desired weighting across investments.

Clients utilizing WiseBanyan's online model portfolio service should understand that model portfolios are allocated to a limited number of ETFs.

In its management of both customized and model portfolios on behalf of clients, WiseBanyan will ensure that the following conditions are met and maintained:

- 1) WiseBanyan will manage each client's account on the basis of the client's stated financial situation and investment objectives;
- 2) Each client will receive account statements with a description of all account activity at least quarterly prepared the qualified custodian maintaining custody of the client's portfolio assets; and,
- 3) Each client will retain certain indicia of ownership of the securities and funds in the account, e.g., the ability to withdraw funds, among others.

2. Customized portfolio management solutions.

WiseBanyan also manages customized investment portfolios for individuals. WiseBanyan will work with the client to determine the client's investment objectives and investment profile. WiseBanyan typically manages such portfolios on a discretionary basis. A client's account(s) will either be customized to the individual needs of that client, or may utilize the Enhanced Indexing strategy for all or a portion of the account(s), as agreed to in writing with the client.

The Enhanced Indexing strategy shall include the purchase of a basket of ETFs and the subsequent sale of call options – in this case known as covered calls due to the client's ownership of the underlying ETF. These calls will be short term in duration, generally with expirations from one week to one month.

In addition to The Enhanced Indexing strategy, WiseBanyan may also manage other portfolios using ETFs and derivatives for clients. These accounts will be managed in the complete discretion of the manager, and may include the use of leverage.

Item 5 – Fees and Compensation

WiseBanyan's standard fee schedule is as follows, though fee arrangements for individual client accounts may differ.

PORTFOLIO MANAGEMENT SERVICES

1. Model portfolio management via WiseBanyan website:

Basic model portfolio management through WiseBanyan, as advertised on the website www.wisebanyan.com, is offered at a 0% fee.

2. Customized portfolio management solutions via WiseBanyan.

An annual fee of 0.50% of client assets is charged quarterly. The specific manner in which WiseBanyan charges fees is established in a client's written agreement with WiseBanyan. WiseBanyan will generally bill its fees on a quarterly basis. Clients may elect to be billed in advance or arrears each calendar quarter. Clients may also elect to be billed directly for fees or to authorize WiseBanyan to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. A client may cancel the Agreement without penalty by providing written notice of such cancellation to Advisor within five business days. A client may cancel the Agreement after the five business day grace period by providing five days advance notice of cancellation to WiseBanyan. For clients that elect to be billed quarterly in advance and who terminate the advisory agreement during a calendar quarter, WiseBanyan will refund any paid, unearned portion of the fee to the client.

General Information on Fees:

In addition to the no-fee model portfolio management service described above, WiseBanyan currently offers an optional tax-loss harvesting service, with an annual

fee of 0.25% of the total account balance, capped at a maximum of \$20 per month. Clients may opt into this service at anytime, and may also terminate at anytime.

WiseBanyan's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses, which are incurred through the investment of client assets by WiseBanyan. Clients may incur certain charges imposed by custodians, brokers, and other third parties, such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Such fees are fully disclosed on the WiseBanyan website. WiseBanyan may also, in its sole discretion, reimburse or bear fees imposed upon WiseBanyan clients by custodians, brokers, and other third parties.

ETFs charge management fees, which are disclosed in a fund's prospectus and included in the share price of the ETFs. Such charges, fees and commissions are exclusive of and in addition to WiseBanyan's fee, and WiseBanyan does not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that WiseBanyan considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

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

WiseBanyan does not charge fees based on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of an advisory client, i.e. performance based fees.

Item 7 – Types of Clients

WiseBanyan currently provides portfolio management services to individuals, high net worth individuals, and charitable organizations. WiseBanyan generally requires a minimum account size of \$250,000 for the customized portfolio management solutions referenced in Item 4. This minimum account size may be lowered on a case-by-case basis.

There is no minimum account size for the model portfolio management provided on the WiseBanyan website.

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

For its customized portfolio management services, WiseBanyan begins with a preset allocation of ETFs based on the client's investment profile, as described in Item 4. WiseBanyan then sells options against ETFs held long. Options sold are selected based on a variety of factors including but not limited to momentum of the underlying ETF, previous strike prices sold and the amount of premium received. More information about ETFs can be found in Item 4.

For its model portfolio management service, WiseBanyan's investment strategy focuses on building fully-diversified model portfolios while minimizing fees and tax consequences. This strategy focuses on Modern Portfolio Theory, which provides the framework for combining securities in a portfolio to generate the highest returns possible at a given level of risk. This is achieved through a focus on diversification - the process of building portfolios with asset classes and securities that should move independently of each other. The model portfolios constrain the weightings of individual holdings to ensure a fully diversified allocation.

Investing in securities involves risk of loss that clients should be prepared to bear. All securities investments can potentially result in a total loss of the investment. Specific and material risks associated with WiseBanyan's portfolio management include but are not limited to:

MARKET RISK: WiseBanyan's portfolios are generally positively correlated with the world stock indices. An overall downturn in the world stock market will generally result in losses in WiseBanyan's managed portfolios.

DERIVATIVES: WiseBanyan actively trades options within client portfolios. Options can serve to mitigate risk, but they can also enhance risk by amplifying losses.

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 evaluation of WiseBanyan

or the integrity of WiseBanyan's management. WiseBanyan has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Herbert Moore and Vicki Zhou, WiseBanyan, Inc.'s management persons, are registered representatives of an affiliated broker dealer, WiseBanyan Securities LLC. ("WiseBanyan Securities"). No relationships or arrangements between WiseBanyan, Herbert Moore, Vicki Zhou and any other persons or entities creates a material conflict of interest with WiseBanyan's clients. WiseBanyan is also affiliated with WiseBanyan Holdings, Inc., its parent company. WiseBanyan Holdings, Inc.'s sole activity is as parent company to WiseBanyan, Inc. and WiseBanyan Securities LLC.

WiseBanyan Securities acts as the introducing broker dealer for WiseBanyan client accounts. However, neither WiseBanyan nor WiseBanyan Securities charges WiseBanyan clients any fees related to WiseBanyan Securities' role as introducing broker dealer. Accordingly, there are no potential material conflicts of interest with this arrangement.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

WiseBanyan has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumormongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at WiseBanyan must acknowledge the terms of the Code of Ethics annually, or as amended.

WiseBanyan anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which WiseBanyan has discretionary authority to effect, and will recommend to non-discretionary advisory clients, the purchase or sale of securities in which WiseBanyan, its management persons and/or clients, directly or indirectly, have a position of interest.

WiseBanyan's employees and persons associated with WiseBanyan are required to follow WiseBanyan's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of WiseBanyan and its employees may trade for their own accounts in securities, which are recommended to and/or purchased for WiseBanyan's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of WiseBanyan will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of WiseBanyan's clients. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between WiseBanyan and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with WiseBanyan's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at the same average price. WiseBanyan will retain records of client orders (specifying each participating account) and their allocations. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis.

WiseBanyan's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting WiseBanyan at (646) 593-8359 or support@wisebanyan.com

It is WiseBanyan's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. WiseBanyan will also not cross trades between client accounts.

Item 12 – Brokerage Practices

PORTFOLIO MANAGEMENT SERVICES

WiseBanyan participates in the professional services program offered to independent investment advisers by Interactive Brokers and Apex Clearing Corporation ("Apex"), both are FINRA and SEC registered broker dealers. Interactive Brokers is used for advisory clients that have selected WiseBanyan's customized portfolio management services for the execution of all transactions. All WiseBanyan clients that have

selected WiseBanyan's web-based model portfolio management services via the WiseBanyan website will have brokerage accounts opened with WiseBanyan Securities acting as the introducing broker and Apex acting as the clearing firm and qualified custodian.

WiseBanyan regularly reviews these programs to ensure that its recommendation is consistent with its fiduciary duty. WiseBanyan does not accept clients who direct the use of other brokers.

WiseBanyan places all trades through Interactive Brokers (for customized portfolio management) or Apex (for model portfolio management). WiseBanyan has evaluated Interactive Brokers and Apex and believes that each will provide WiseBanyan clients with a blend of execution services, commission costs and professionalism that fulfills WiseBanyan's best execution requirement for client transactions. While WiseBanyan has a reasonable belief that Interactive Brokers and Apex are able to obtain best execution and competitive prices, WiseBanyan will not be independently seeking best execution price capability through other broker dealers. WiseBanyan reserves the right to decline acceptance of any client account that directs the use of a broker dealer other than Interactive Brokers (for customized portfolio management) or Apex (for model portfolio management), if WiseBanyan believes that this would adversely affect WiseBanyan's duty to obtain best execution.

WiseBanyan may use block trades when advantageous to clients. Block trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading allows WiseBanyan to execute trades in a timelier, equitable manner and to reduce overall commission charges to clients.

WiseBanyan does not have any arrangements to compensate any broker dealer for client referrals.

Item 13 – Review of Accounts

Customized portfolios are reviewed at minimum once monthly. For model portfolios proprietary as well as commercially available software is used to review the portfolios on a daily basis to ensure that client portfolio allocation are in line with the allocation the client selected. Additional reviews may be triggered by material

changes in variables such as a client's individual circumstances, or the market, political or economic environment. All clients using the customized portfolio management service have direct access to their account information through the Interactive Brokers website.

Clients using the model portfolio management service have access to account details continuously through the WiseBanyan website, including current account balances and positions. For clients using the model portfolio management service, Apex prepares account statement showing all transactions and account balances at least quarterly. All information relating to Client accounts are provided on the WiseBanyan website and/or sent via email, as agreed to with each client at the time of their account opening.

WiseBanyan conducts separate reviews related to the ETFs used for portfolio management services. WiseBanyan has the authority, if necessary, to take action up to and including the addition, removal, or replacement of any specific or multiple ETFs from the portfolios.

Item 14 – Client Referrals and Other Compensation

WiseBanyan does not currently utilize solicitors to refer advisory clients to the firm. WiseBanyan does not currently compensate a third-party for client referrals.

Item 15 – Custody

Clients receive at least quarterly statements from Apex and Interactive Brokers, the qualified custodians that hold and maintain clients' portfolio assets. WiseBanyan urges clients to carefully review such statements and compare such official custodial records to the account statements that we may provide.

Item 16 – Investment Discretion

WiseBanyan receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. As such, prior to WiseBanyan accepting discretionary authority over a client's account, each client is required to agree to the WiseBanyan Investment Advisory

Agreement, which includes a limited power of attorney granted to WiseBanyan by the client. In all cases, however, WiseBanyan's discretion will be exercised in a manner consistent with the stated investment objectives for the particular client account.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, WiseBanyan does not have any authority to and does not vote proxies on behalf of clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive shareholder notices directly from the designated custodian. WiseBanyan may provide advice to clients regarding the clients' voting of proxies.

WiseBanyan will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct WiseBanyan to transmit copies of class action notices to the client or a third party. Upon such direction, WiseBanyan will make commercially reasonable efforts to forward such notices in a timely manner.

Item 18 – Financial Information

WiseBanyan has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.