

Item 1 – Cover Page

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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 have been no material changes since WiseBanyan's last amendment.

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 through our website, www.WiseBanyan.com, or 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.

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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 30, 2017, WiseBanyan manages \$94,417,877.31 on a discretionary basis.

PORTFOLIO MANAGEMENT SERVICES

WiseBanyan currently offers prospective clients automated portfolio management services via the WiseBanyan website and mobile applications.

WiseBanyan begins by assessing a client's investment profile through an online questionnaire via the WiseBanyan website and mobile applications which gauges factors such as the client's desire to maximize returns vs. their desire to minimize losses, time horizon, income. WiseBanyan then provides a recommended portfolio allocation based on the client's responses. The client may choose WiseBanyan's recommendation or a different model portfolio allocation.

WiseBanyan model portfolios are comprised of a mix of low-cost exchange traded funds ("ETF"s) in different asset classes. To endeavor 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 attempt 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.

After initial account opening, clients can continually update their model portfolio allocation selection. WiseBanyan provides clients with individual, password-protected, login credentials to its website and mobile application 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 automated portfolio management service should understand that model portfolios are allocated to a limited number of ETFs.

WiseBanyan will ensure that the following conditions are met:

- 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 by Apex Clearing Corp., who acts as WiseBanyan's clearing firm and 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.

WiseBanyan also manually manages a small number of legacy accounts for existing clients. However, these manually managed individual investment accounts are not available to new clients. These manually managed individual investment accounts are managed on a discretionary basis, customized to the individual needs of that client, and may utilize an Enhanced Indexing strategy for all or a portion of the account(s).

Item 5 – Fees and Compensation

WiseBanyan's automated portfolio management service, as described above, is offered free of any advisory fees.

In addition to the no-fee automated portfolio management service described above, WiseBanyan currently offers WiseHarvesting, 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).

For the legacy manually managed individual investment accounts, an annual fee of 0.50% of client assets is charged quarterly. 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). 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.

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 generally offers automated portfolio management services to individuals.

There is no minimum account size for the automated portfolio management.

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

For the automated model 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 automated model portfolio management service, WiseBanyan's investment strategy focuses on building diversified model portfolios while seeking to minimize fees and tax consequences. This strategy focuses on Modern Portfolio Theory, which provides the framework for combining securities in a portfolio to attempt 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 different asset classes and securities to reduce risk. 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 automated model portfolio management include but are not limited to:

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

DERIVATIVES: WiseBanyan trades options within the legacy accounts only. 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, Vicki Zhou, and Sue 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, Sue 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 support@wisebanyan.com

It is WiseBanyan's policy that the firm will not affect any principal 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. 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 for automated model portfolio management service through Apex. Legacy manually managed investment accounts trade through Interactive Brokers. 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 Apex for automated 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

WiseBanyan's automated model portfolio management service uses proprietary as well as commercially available software 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 manually managed individual investment management service have direct access to their account information through the Interactive Brokers website. A review is conducted at least monthly for these legacy manually managed accounts.

Clients using the automated model portfolio management service have access to account details continuously through the WiseBanyan website and mobile application, including current account balances and positions. For clients using the automated 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.