

**ITEM 1: COVER PAGE FOR PART 2B OF FORM ADV:
BROCHURE SUPPLEMENT**

DATED: JANUARY 22, 2013

THOMAS BRENNER

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SAN DIEGO, CA 92103
TELEPHONE NUMBER: (619) 573-4600**

**FIRM CONTACT:
THOMAS BRENNER, CHIEF COMPLIANCE OFFICER**

**FIRM WEBSITE:
WWW.NAUTILUSADV.COM**

This brochure supplement provides information about Thomas Brenner that supplements our Form ADV Part 2A brochure. You should have received a copy of that brochure. Please contact Thomas Brenner, Chief Compliance Officer, if you did not receive Nautilus Advisors, LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Thomas Brenner is available on the SEC's website at www.adviserinfo.sec.gov by searching CRD#: 4458594.

ITEM 2. EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Thomas Brenner

Year of Birth: 1971

Educational Background: 1994 – University of Rhode Island, BA

Business Experience:

- 2011 – Present, Brenner Enterprises, Inc., Owner
- 2010 – Present, Nautilus Advisors LLC, Chief Compliance Officer and Indirect Owner
- 2001 – 2010, New England Financial, Financial Planner
- 2001 – 2010, New England Securities, Registered Representative

Professional Designations, Licensing and Exams:

- 2002 – CA Insurance: Variable Contracts
- 2001 – CA Insurance: Life, Accident and Health
- 2005 – Series 66 Exam
- 2004 – Series 7 Exam
- 2002 – Series 6, 63 Exams

ITEM 3. DISCIPLINARY INFORMATION

If there are legal or disciplinary events material to your evaluation of Thomas Brenner, we are required to disclose all material facts regarding those events.

We have nothing to disclose in this regard.

Note: Our firm may, under certain circumstances, rebut the presumption that a disciplinary event is material. If an event is immaterial, we are not required to disclose it. When we review a legal or disciplinary event involving Thomas Brenner to determine whether it is appropriate to rebut the presumption of materiality, we consider all of the following factors: (1) the proximity of Thomas Brenner to the advisory function; (2) the nature of the infraction that led to the disciplinary event; (3) the severity of the disciplinary sanction; and (4) the time elapsed since the date of the disciplinary event. If we conclude that the materiality presumption has been overcome, we prepare and maintain a file memorandum of our determination in our records. We follow SEC rule 204-2(a)(14)(iii) and similar state rules.

ITEM 4. OTHER BUSINESS ACTIVITIES

A. If Thomas Brenner is actively engaged in any investment-related business or occupation, including if Thomas Brenner is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

1. If a relationship between the advisory business and Thomas Brenner's other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

Mr. Brenner is licensed to sell variable contracts, life, accident and health insurance. He may receive the normal commissions for insurance sales in his separate role as insurance agent. When such recommendations or sales are made, a conflict of interest exists as Mr. Brenner may earn insurance commissions for the sale of those products, which may create an incentive to recommend such products. Clients are never obligated to purchase insurance from Mr. Brenner.

2. If Thomas Brenner receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation Thomas Brenner receives. We must explain that this practice gives Thomas Brenner an incentive to recommend investment products based on the compensation received, rather than on your needs.

We have nothing to disclose in this regard.

B. If Thomas Brenner is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of Thomas Brenner's income or involve a substantial amount of Thomas Brenner's time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Thomas Brenner's time and income, we may presume that they are not substantial.

Mr. Brenner does not participate in any additional outside business that is considered substantial to disclose.

ITEM 5. ADDITIONAL COMPENSATION

If someone who is not a client provides an economic benefit to Thomas Brenner for providing advisory services, we are required to generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include Thomas Brenner's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

ITEM 6. SUPERVISION

We are required to explain how we supervise Thomas Brenner, including how we monitor the advice Thomas Brenner provides to you. Our firm has to provide the name, title and telephone number of the person responsible for supervising Thomas Brenner's advisory activities on behalf of our firm.

Messrs. Kline and Behner, indirect owners of Nautilus Advisors LLC, supervise Mr. Brenner's activities to ensure compliance with our firm's Code of Ethics. Please contact Messrs. Kline and Behner if you have any questions about Mr. Brenner's brochure supplement at (619) 573-4617.