



Gupta Wealth Management, LLC

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Part 2A of Form ADV: Firm Brochure

This brochure provides information about the qualifications and business practices of Gupta Wealth Management LLC. If you have any questions about the contents of this brochure, please contact us at (858) 764-7120 or jill.young@guptawm.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.

Additional information about Gupta Wealth Management also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

In this Item, GWM is required to discuss any material changes that have been made to the brochure since the last annual amendment.

On March 28, 2016, Gupta Wealth Management, LLC (GWM) entered into an agreement with Creative Planning, Inc. (CPI), whereby CPI acquired the assets of GWM, including all client relationships. GWM continues to receive a percentage of revenue generated by clients who joined CPI by way of the acquisition.

The assets under management remaining at GWM as of December 31, 2016 were \$2,525,595. These assets represent accounts that are in the process of transferring to CPI. Once these accounts have been transferred, GWM will file form ADV-W.

Gupta Wealth Management LLC is no longer accepting or managing client accounts.

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Item 4. Advisory Business

GWM no longer provides clients with wealth management services.

GWM has been conducting business since October 2013 and is principally owned by Ajay Gupta. As of December 31, 2016, the Firm had \$2,525,595 in assets under management, of which \$2,525,595 were managed on a discretionary basis and \$0 were managed on a non-discretionary basis. As noted above, these assets are in the process of transferring to Creative Planning, Inc.

Item 5. Fees and Compensation

GWM no longer charges fees to clients for account management.

Item 6. Performance-Based Fees and Side-by-Side Management

GWM does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

GWM is no longer providing services to clients of any kind.

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

This section is not applicable as GWM no longer provides these services.

Item 9. Disciplinary Information

GWM has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

Related Investment Adviser

GWM is under common control with its affiliated SEC registered investment adviser, Stronghold Financial, LLC ("Stronghold Financial"). Certain *Supervised Persons* of GWM also serve in the same or similar capacity for Stronghold Financial.

Receipt of Insurance Commission

Certain of GWM's *Supervised Persons*, in their individual capacities, are also licensed insurance agents. When appropriate, these *Supervised Persons*, in their individual capacities, may recommend the purchase of certain insurance products to advisory clients on a fully disclosed commission basis. A conflict of interest exists to the extent that GWM recommends the purchase of insurance products where its *Supervised Persons* receive insurance commissions or other additional compensation. As a result GWM has procedures in place to ensure that any recommendations made by such *Supervised Persons* are in the best interest of its clients.

Item 11. Code of Ethics

GWM has adopted a code of ethics in compliance with applicable securities laws ("*Code of Ethics*") that sets forth the standards of conduct expected of its *Supervised Persons*. GWM's *Code of Ethics* contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its *Supervised Persons* and trading by the same of securities ahead of clients in order to take advantage of pending orders.

The *Code of Ethics* also requires certain of GWM's personnel (called "*Access Persons*") to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings). However, GWM's *Supervised Persons* are permitted to buy or sell

securities that it also recommends to clients if done in a manner consistent with the Firm's policies and procedures. This *Code of Ethics* has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by *Access Persons* to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no *Access Person* may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household as the *Access Person*) a transaction in that security unless:

- the transaction has been completed;

- the transaction for the *Access Person* is completed as part of a batch trade (as defined below in Item 12) with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds. Clients and prospective clients may contact GWM to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

GWM currently maintains a relationship with Millennium Trust Company, which holds 16 accounts that are currently in the process of transferring to Creative Planning, Inc. After these accounts have been moved, GWM will no longer maintain a relationship with any Custodian.

Item 13. Review of Accounts

GWM no longer has accounts to review.

Item 14. Client Referrals and Other Compensation

GWM does not refer or receive client referrals. On March 28, 2016, Gupta Wealth Management, LLC (GWM) entered into an agreement with Creative Planning, Inc. (CPI), whereby CPI acquired the assets of GWM, including all client relationships. GWM continues to receive a percentage of revenue generated by clients who joined CPI by way of the acquisition.

Item 15. Custody

GWM does not have custody of any client funds or accounts.

Item 16. Investment Discretion

GWM may be given the authority to exercise discretion on behalf of clients. GWM is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. GWM is given this authority through a power-of-attorney included in the *Agreement* between GWM and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). GWM takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and

Item 17. Voting Client Securities

GWM does not vote proxies for client securities.

Item 18. Financial Information

GWM is not required to disclose any financial information pursuant to this Item due to the following: the Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered; the Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and the Firm has not been the subject of a bankruptcy petition at any time during the past ten years.