



Form ADV Part 2A – Firm Brochure

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This Brochure provides information about the qualifications and business practices of AGILE, Inc. If you have any questions about the contents of this Brochure, please contact us at (888) 510-2012. 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.

AGILE, Inc. registered as an Investment Adviser with the Securities and Exchange Commission. Registration of an Investment Advisor does not imply any level of skill or training.

Additional information about AGILE Capital Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

You need to review this information and will acknowledge your receipt of the brochure when signing the AGILE Investment Advisory Agreement. If received via email, you should print a copy of this brochure for your records.

Please retain a copy of this brochure for your records.

## **2. Material Changes**

On October 30<sup>th</sup> a certificate of transfer was issued by the Wyoming Secretary of State to Agile, Inc., transferring the corporation from Wyoming to Indiana as its principal place of business.

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## 4. Advisory Business

### *Services:*

AGILE CAPITAL, Inc. ("AGILE") is a privately held internet-only Investment Adviser registered with the Securities and Exchange Commission. We were founded in September of 2014. Todd Wood is the principle owners of the firm. AGILE, Inc. is newly registered; there are less than \$50,000 under management to report.

AGILE provides investment solutions for any level of investor: novice to professional. After completing AGILE's brief survey, we will be able to build suggest a portfolio or offer an investment strategy to meet your investment needs and risk tolerance. AGILE licenses various indexes and technology services from Streetwise, LLC under the AGILE name. As no one can invest in an actual index, AGILE strategies may serve as a "Tradable equivalent" to the index methodology licensed to Agile by Streetwise, LLC and attempts to track the holdings and subsequent performance of the respective Indexes. AGILE reports its index data to Morningstar on a monthly basis.

## 5. Fees and Compensation

Our standard annual advisory fee is based on the market value of the assets under management and is calculated as follows unless otherwise stated:

Household Assets Under Management	Annual Advisory Fee
< \$5,000	0.00%
\$5,000 - \$100,000	1.00%
\$100,001 - \$250,000	0.90%
\$250,001 - \$500,000	0.80%
Over \$500,000	0.75%

Agile offers a discounted fee structure to veterans and military service personal. Agile does not charge and advisor fee for veterans or military personnel or the family members with accounts less than \$20,000. A 25% discount is given to veterans and active duty, reserve or national

guard service members, and a 50% discount to disabled veterans according to AGILE's regular fee schedule.

Advisory fees are directly debited from client accounts each month based upon the market value of the account at the end of each month. Any accounts terminated during the month will be charged a proportional fee. Advisory fees will not require a rebate since they are billed in arrears.

No increase in the annual fee shall be effective without agreement from the client by signing a new agreement or amendment to their current advisory agreement.

#### Other Types of Fees and Expenses

Clients will have to pay custodial and trading fees which vary from custodian to custodian. AGILE strongly recommends a client use Asset Based Pricing fee option with the custodian. Clients who chose not to use Asset Based Pricing may experience large transactions cost due to the nature the AGILE investing approach. AGILE is NOT responsible for trading or custodial fees. The only additional fee not covered is the ETF expense ratio from fixed income holdings, which varies specific to each individual and in most cases is less than .15% on total assets. Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client's transactions and determining the reasonableness of their compensation (e.g., commissions).

## **6. Performance-Based Fees and Side-By-Side Management**

AGILE does not offer incentive fee arrangements.

## **7. Types of Clients**

AGILE provide advisory services to individuals, investment companies, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, limited liability companies, general partnerships, limited partnerships, and offshore corporations organized to operate as hedge funds.

## **8. Methods of Analysis, Investment Strategy and Risk of Loss**

Our primary method of investment analysis is quantitative, technical, fundamental or a combination.

Technical analysis involves using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them.

Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

Fundamental analysis involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends. AGILE licenses quantitative indexes from Streetwise Index. Periodic adjustments to structure or strategy based upon the licensed indexes or other strategies may be made from time to time at the discretion of AGILE's Investment Committee.

Tracking Streetwise Indexes: Many of AGILE's composites attempt to track their respective indexes utilize a multi-factor proprietary quantitative approach for ETF selection and rotate bi-monthly, or quarterly depending on the index. Streetwise index methodology licensed by Agile typically includes one or more ETFs that are inverse to the long positions. The inverse ETFs must

meet the same criteria as the long ETFs to be included in the active index. If the Index does not include an inverse ETF, risk managed is handled by a rotation into cash or short maturity U.S. Government Bond ETF used as a surrogate to cash such as SHY or BIL.

Should the ETFs, broad-based, sector specific ETFs or inverse ETFs, not meet the inclusion criteria then the Index will rotate into a cash equivalent ETF or short-duration U.S. Treasuries. As the index selects a number of ETFs based upon the quantitative criteria for the index, and if the respective Index includes an inverse ETF, it is possible that the index may be simultaneously in a long position and an inverse position in the same asset class.

AGILE's separately managed account composites attempt to match the holdings and performance of Streetwise Indexes. AGILE composites may not be conducive to comparison to broad-based indexes such as the S&P 500 Index. Comparison to a comparable hedge fund is more appropriate.

**Material Risks Involved:** All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

*Market Risk:* Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

**Strategy Risk:** The Adviser's investment strategies and/or investment techniques may not work as intended.

*Small and Medium Cap Company Risk:* Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

*Turnover Risk:* At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

*Limited markets:* Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions we may be unable to sell or liquidate investments at prices we consider reasonable or favorable, or find buyers at any price.

*Concentration Risk:* Certain investment strategies focuses on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

*Interest Rate Risk:* Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

*Legal or Legislative Risk:* Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

*Inflation:* Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

#### *Risks Associated with Securities*

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Common stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

*Exchange Traded Funds* prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected.

## **9. Disciplinary Information**

There have been no disciplinary actions or events regarding AGILE or any of its employees.

## **10. Other Financial Industry Activities and Affiliations**



AGILE, persons under control of AGILE, or its affiliates are not engaged in any other Financial Industry activities outside of what is already stated in this brochure.

## **11. Code of Ethics, Participation in Client Transactions and Personal Trading**

AGILE 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 on rumor mongering, 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 members of the firm must acknowledge the terms of the Code of Ethics annually, or as amended.

All our employees are required to follow our Code of Ethics which places the interests of advisory clients first. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest our clients. In addition, the Code requires pre- clearance of many transactions, and restricts trading in close proximity to client trading activity. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between our firm and its clients.

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

Our clients or prospective clients may request a copy of the firm's Code of Ethics by contacting us at the number listed on the cover of this brochure.

## **12. Brokerage Practices**

### *Selection of Custodians and / or Broker Dealers*

For the selection of custodians and/or Broker Dealers, our general guiding principle is to obtain the best overall execution for each client in each trade, which is a combination of price and execution. With respect to execution, we consider a number of judgmental factors, including, without limitation, the actual handling of the order, the ability of the broker to settle the trade promptly and accurately, the financial standing of the broker, the ability of the broker to position

stock to facilitate execution, our past experience with similar trades and other factors that may be unique to a particular order.

Recognizing the value of these judgmental factors, we may recommend or select brokers who charge a brokerage commission that is higher than the lowest commission that might otherwise be available for any given trade.

Our preferred custodians at this time are Motif Capital Management, Inc. FOLIOfn Investments, Inc. and Interactive Brokers, LLC. Both chosen based on their relatively low transaction fees, quality of operations and access to a wide range of markets. AGILE does not negotiate commission rates to be paid for a client's securities transactions. We do not charge a premium or commission on transactions, beyond the actual cost imposed by the Custodian. If a client wishes, and subject to technology and operational constraints, we may consider advising on accounts held with a custodian of their choice.

#### *Research and Other Soft-Dollar Benefits*

We do not receive benefits from broker/dealers that are often referred to in the industry as soft dollar benefits. When a firm uses client brokerage commissions to obtain these benefits, it is receiving an added benefit in that it does not need to produce or pay for the benefits that it receives. This leads an Adviser to have an incentive to select or recommend a broker-dealer based on our interest in receiving those benefits, rather than on our client's receiving most favorable execution.

#### *Brokerage for Client Referrals*

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

#### *Clients Directing Which Broker Dealer or Custodian to Use*

We do require clients to use Motif Capital Management, Inc. Folio Institutional or Interactive Brokers, LLC as their custodians at this time. Clients may not direct us to use a specific broker-dealer to execute transactions. Not all Registered Investment Advisers require clients to use a specific custodian and we may be unable to achieve most favorable execution of client transactions and this practice may cost clients more money in transaction costs.

#### *Aggregating (Block) Trading for Multiple Client Accounts*

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then

distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

### **13. Review of Accounts**

Client accounts will be reviewed regularly on a monthly basis by Mr. Wood or designated person. During the regular review the account's performance is compared against like-managed accounts to identify any unacceptable performance deviation. Additionally, reasonable client imposed restrictions will be reviewed to confirm that they are being enforced. Events that may trigger a special review would be unusual performance, addition or deletions of client imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per client's needs.

Clients will receive trade confirmations from the broker(s) for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

AGILE will not provide written reports to the client as these are provided by the Client's custodian of choice.

### **14. Client Referrals and Other Compensation**

AGILE does not receive any economic benefit, directly or indirectly from any third party for advice rendered to our clients. Nor do we directly or indirectly compensate any person who is not advisory personnel for client referrals.

### **15. Custody**

AGILE does not have custody of client assets. Each clients' custodian sends account statements at least quarterly (if inactive) and monthly if there has been activity. These statements are sent directly to our clients. Some elect to receive them in paperless form through the internet.

We urge you to carefully review such statements and compare such official custodial records to the account statements or reports that we may provide to you. Our statements or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

For clients who have their advisory fee directly debited from their account, on a monthly basis they will receive an itemized invoice for their advisory fee that includes the formula used to calculate the fee, the amount of assets under management the fee is based on, and the time period covered by the fee.

## **16. Investment Discretion**

For those client accounts where we provide ongoing money management or investment advice with ongoing supervision, AGILE maintains limited power of authority over client accounts with respect to securities to be bought and sold and the amount of securities to be bought and sold. At the start of the advisory relationship, the client will execute a Limited Power of Attorney which will grant our firm discretion over the account. Investment discretion is explained to clients in detail when an advisory relationship has commenced. Additionally, the discretionary relationship will be outlined in the advisory contract and signed by the client. Virtually all of client assets are managed on a discretionary basis.

Clients must establish their own custodial arrangements if they do not wish to use the custodian AGILE suggests and provide the custodian with a letter granting AGILE the authority to manage their assets. Clients wishing to restrict their accounts from holding certain companies or types of companies must provide written instructions containing a list of the restricted companies.

## **17. Voting Client Securities**

AGILE will not vote proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies

and shareholder communications relating to the Client's investment assets. AGILE will not provide an opinion to clients as to how they should vote in any proxies.

## **18. Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients, and we have not been the subject of a bankruptcy proceeding.