



Form ADV Part 2A - Wrap Fee Program Brochure

January 1, 2018

This Program brochure provides information about the qualifications and business practices of Newday Funds, Inc. (SEC #801-----) (CRD #174758), dba Newday, a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. If you have any questions about the contents of this brochure, please contact us by email at: info@newdayinvesting.com

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

Additional information about Newday Funds, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

18 Bartol Street
San Francisco, CA, 94133
info@newdayinvesting.com



Item 2: Material Changes

Since the last annual amendment of this Brochure (the “Brochure”), the material changes were:

- ❖ This is the initial Brochure for Newday as a SEC registered investment adviser.



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Item 4: Services, Fees and Compensation

Firm Overview

The predecessor of Newday Funds, Inc., Seed Financial Services, Inc. was founded in 2015. July 26, 2017 GrowShares, Inc. merged with and into Seed Financial Services, Inc., the surviving corporation continued business as GrowShares, Inc. Simultaneously, GrowShares, Inc. merged with Grow Financial Technologies, Inc. (the “Parent”), whereas GrowShares, Inc. became a wholly owned subsidiary of the Parent. Grow Financial Technologies, Inc. continued the advisory business through its wholly owned subsidiary GrowShares, Inc.

In October 2017 Grow Financial Technologies, Inc. and GrowShares, Inc. change their name to Newday Financial Technologies Inc. and Newday Funds, Inc. (“Newday”), respectively. Newday filed for SEC registration on November 1, 2017 and was approved on [date of approval] (SEC #801-----).

Additional information about Newday is available on the SEC’s website at www.adviserinfo.sec.gov.

A. Advisory Services

Newday Wrap Fee Program (the “Program”) offers investment advisory service to clients in a program that bundles services together and charges a single fee based on the value of assets under management (the “Program”). The Program is offered to clients through two platforms: a web-based investment advisory portal and a full service advisory channel designed to compliment our online services for clients requiring customized portfolio management and attention. A wrap fee program allows Newday to manage client accounts for a single fee that includes advisory services, trade execution, clearance, custodial and reporting.

The securities and assets in each Client’s account are held in a separate account in the name of the Client at an independent custodian. Newday will have no custody of Client’s funds, investments, or assets (except for the authorized deduction of client fees) and all funds/securities will be delivered between Client and the Custodian. All web-based Clients will be required to use APEX Clearing Corporation as the independent custodian.

Clients will receive Newday’s Investment Advisory Agreement which will further detail the services the Client will receive and the fees charged to the Client. It is important to note, Newday does not provide overall financial planning nor does it provide tax advice.

Separate Account Advisory Services

Newday provides investment advisory services to clients in the form of Separate Accounts. Newday, with the discretionary authority granted to it by the Clients will have the authority to select which securities to buy and sell and when to place orders for the execution of securities. Newday will trade in Client accounts for a number of reason, including: Asset allocation changes, deposits, withdrawals or rebalancing.



Web-based Investment Advisory Services

Newday provides web-based investment advisory services to individuals utilizing the Newday App.

The Newday App gives the Client access to automated investment guidance where they can learn about investing, create and manage an investment portfolio that is designed to meet their financial goals, interest and beliefs. Each Client via the online questionnaire is required to input their personal information, including age, financial resources, investment objectives and goals. Based solely on the information provided by the Client the Newday software analyzes the information and provides the Client access to a selection of suitable investment options. The Client should understand that the Newday software relies upon the information provided by the Client, Newday does not capture any additional information not covered in the online questionnaire in making its risk assessment and providing its investment advice.

Newday provides recommendations to each Client, and each Client is solely responsible for implementing any such recommendations. Newday does not create investment portfolios, asset allocations or directly manage accounts for Clients. Client make contributions directly to their account and are responsible for directing purchases and sales of specific investment alternatives. Clients are not required to implement Newday's investment advice and should carefully review all information provided by Newday and any relevant company reports prior to investing. Newday does not provide investment advice in person or over the phone or in any other manner to Newday App clients.

It is the Client's obligation to promptly update their information through the Newday App if there are changes to their financial situation, personal circumstances, goals, objectives or if other relevant information changes.

B. Fees

The fee schedule is set forth below:

Total Assets Under Management	Annual Fee
Separate Account	1.5%
Web-Based App	.75%

Participants in the "wrap" fee program pay a single fee for investment advisory services (the "fee"). These fees are negotiable depending upon the needs of the client and complexity of the situation and the final fee schedule is attached as Exhibit II of the Client investment advisory



agreement. Newday uses the last day of previous quarter for purposes of determining the market value of the assets upon which the advisory fee is based.

Advisory fees are withdrawn directly from the client's accounts with client's written authorization or if Newday is unable to collect the fee from the Client's custodial account, it may take the fee from the bank account used to fund the Newday account. Newday App Client fees are generally paid quarterly (in advance or arrears) or at such other times as agreed upon by the parties involved, and invoices are provided to the client.

For accounts that pay in advance, if a client terminates their investment advisory contract with Newday prior to quarter-end, the advisory fee will be pro-rated based on the portion of the quarter account was opened, and any unused portion of any fees paid in advance will be returned to the client.

For accounts that pay in arrears, if a client terminates their investment advisory contract with Newday prior to quarter-end, the advisory fee will be pro-rated based on the portion of the quarter the account was opened, and Newday will automatically debit the amount of the fees from the assets of in the account. Therefore, no refund policy is necessary.

The program may cost the client more or less than purchasing such services separately. There are several factors that bear upon the relative cost of the program, including the trading activity in the client's account, the adviser's ability to aggregate trades, and the cost of the services if provided separately (which in turn depends on the prices and specific services offered by different providers).

Newday reserves the right to waive the fee or any part thereof for any period for any Client at Newday's sole discretion.

C. Additional Fees

Clients participating in the wrap fee program will not have to pay for any additional fees. This means that wrap fee clients will not pay brokerage/trading fees, custodian fees, or other transaction fees. Clients will, however, pay any applicable mutual fund fees, mutual fund expenses, mark-ups, mark-downs, and spreads paid to market makers.

D. Compensation of Client Participation

Neither Newday, nor any representatives of Newday receive any additional compensation beyond advisory fees for the participation of client's in the wrap fee program. However, compensation received may be more than what would have been received if client paid separately for investment advice, brokerage, and other services. Therefore, Newday may have a financial incentive to recommend the wrap fee program to clients.



Item 5: Account Requirements and Types of Clients

Newday generally provides its wrap fee program services to the following types of clients who are U.S. residents and maintain a checking account with a U.S. bank:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Charitable Organizations
- ❖ Corporations or Business Entities

Minimum Account Size

There is no account minimum.

Item 6: Portfolio Manager Selection and Evaluation

A. Selecting/Reviewing Portfolio Managers

Newday manages the portfolios of Clients in the program pursuant to each Client's Advisory Agreement.

Standards Used to Calculate Portfolio Manager Performance

Newday will use industry standards to calculate portfolio manager performance.

Review of Performance Information

A third party reviews the performance information to determine and verify its accuracy and compliance with presentation standards. The performance information is reviewed quarterly and is reviewed by third party advisor and Newday.

B. Related Persons

No related persons act as a portfolio manager for the wrap fee program as described in this brochure. As such, there are no conflicts of interest with related persons and Newday will not select any related persons as portfolio managers for this wrap fee program.

C. Advisory Business

Newday offers investment advisory services to its wrap fee program participants as discussed in Section 4 above.



Wrap Fee Portfolio Management

Newday manages Newday App Client portfolios in the Program based on the individual goals, objectives, time horizon, and risk tolerance of each client. Newday creates an model portfolio with target asset allocations for equity and fixed income. The initial allocations are determined based on the Newday App software which selects the target asset allocation based on the information the Clients provided.

Separate Account Clients are offered ongoing portfolio management services based on the individual goals, objectives, time horizon and risk tolerance of each Client. Newday creates an Investment Policy Statement for each client, which outlines the client's current situation (income, tax levels, and risk tolerance levels) and then constructs a plan (the Investment Policy Statement) to aid in the recommendation of a portfolio that matches each client's specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Personal investment policy
- Asset allocation
- Asset selection
- Risk tolerance
- Regular portfolio monitoring

Newday evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Performance-Based Fees and Side-By-Side Management

Newday does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Services Limited to Specific Types of Investments

Newday generally limits its investment advice to mutual funds, equities, fixed income, and ETFs. Newday may use other securities as well to help diversify a portfolio when applicable.

Client Tailored Services and Client Imposed Restrictions

Newday offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is



used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs.

Wrap Fee Programs

Newday sponsors and acts as portfolio manager for this wrap fee program. The fees paid to the wrap account program will be given to Newday as a management fee.

Amounts Under Management

Newday has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$886,913	\$0	October 2017

Methods of Analysis and Investment Strategies

Newday's method of analysis include modern portfolio theory.

Modern portfolio theory is a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully choosing the proportions of various assets.

Newday uses long term trading.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Material Risks Involved

Modern Portfolio Theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.



Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Risks of Specific Securities Utilized

Newday generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. They can be of bond “fixed income” nature (lower risk) or stock “equity” nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy).

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Voting Client Proxies

Newday will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.



Item 7: Client Information Provided to Portfolio Managers

Newday has access to all Client information obtained by Newday with respect to the particular Client accounts they manage. Newday relies on the information provided by the Client either through the App or New Account Documentation completed for the Separately Managed Accounts.

Item 8: Client Contact with Portfolio Managers

Clients may contact Newday at info@newdayinvesting.com

Item 9: Additional Information

A. Disciplinary Action and Other Financial Industry Activities

Disciplinary History

Newday and its advisors do not have any legal or disciplinary events

Other Financial Industry Activities and Affiliations

The firm and its advisors do not have any other financial industry activities or affiliations.

Participation in Client Transactions and Possible Conflicts of Interests

Newday and individuals associated with Newday may buy or sell securities for their personal account that are identical to or different than those recommended to clients. Newday has a personal securities trading policy in place to monitor the securities transactions and securities holdings of certain employees. This policy is intended to prevent employees from benefiting from transactions placed on behalf of advisory clients.

Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

Newday may offer certain portfolios managed by third-parties to its Clients. The wrap fee includes any fees associated with third-parties managers. Are not charged a separate fee for portfolios managed by a third-parties.

B. Code of Ethics, Client Referrals, and Financial Information

Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training



and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

Recommendations Involving Material Financial Interests

Newday does not recommend that clients buy or sell any security in which a related person to Newday has a material financial interest.

Investing Personal Money in the Same Securities as Clients

From time to time, representatives of Newday. may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Newday to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. Newday will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of Newday may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Newday. to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Newday will never engage in trading that operates to the client's disadvantage if representatives of Newday buy or sell securities at or around the same time as clients.

Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Newday provides Newday App Clients with continuous access via the web-based application to real time reporting information about their accounts status, securities holdings and balances. On a periodic basis reviews of accounts are conducted through the Newday App. Clients are encouraged to update the Newday should there be a change in their objectives or financial circumstances.

Separate Accounts are continuously reviewed to ensure their portfolios are within a set range of their Allocation. If the Client's portfolio deviates from this range, Newday will rebalance the portfolio back to its target allocation.

Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).



Content and Frequency of Regular Reports Provided to Clients

Each client will receive at least quarterly from the custodian, a written report that details the client's account including assets held and asset value which will come from the custodian.

Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Newday does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Newday clients.

Compensation to Non – Advisory Personnel for Client Referrals

Newday does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Balance Sheet

Newday does not require nor solicit prepayment of more than \$500 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither Newday nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

Bankruptcy Petitions in Previous Ten Years

Newday has not been the subject of a bankruptcy petition in the last ten years.