

Form ADV Part 2A – Firm Brochure

iBillionaire

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iBillionaire Capital LLC
154 Grand St
New York, NY 10013

This Brochure provides information about the qualifications and business practices of iBillionaire Capital LLC (“iBillionaire”). If you have any questions about the contents of this Brochure, please contact us at 212.634.7912 or at www.ibillionaire.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 iBillionaire is also available on the SEC’s website at www.adviserinfo.sec.gov.

iBillionaire Capital LLC is a registered investment adviser. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

March 2016 (Annual update) *Update to fee structure for accounts under \$1,000.*

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Item 4 **Advisory Business**

iBillionaire is an investment adviser based in New York, NY. The Firm was organized as a Delaware limited liability company in May 2015 and will begin offering advisory services concurrent with the effectiveness of its registration with the SEC. iBillionaire is wholly owned by iBillionaire Holdings Ltd. (“iBillionaire Holdings”). iBillionaire Holdings also wholly owns iBillionaire Inc.

iBillionaire Inc. is a research and technology firm that specializes in analyzing the decisions of some of the world’s most successful investors. By extracting data from public filings made with the SEC by hedge funds and institutional managers, iBillionaire Inc. developed proprietary research tools and indexes for the financial services industry. iBillionaire was established to offer investment advice and services to clients based on the same research tools and indexes. iBillionaire clients can choose strategies based upon the investment decisions of the investors tracked by iBillionaire Inc. These strategies are updated quarterly and iBillionaire clients’ investments also are rebalanced quarterly to substantially track their chosen strategy. iBillionaire provides investment advisory services exclusively through its interactive website and mobile platform for its clients (“Standard Accounts”), except that in any twelve month period iBillionaire may provide investment advice to less than 15 clients through other means. iBillionaire clients establish a custody and brokerage account with Apex Clearing Corporation (“Apex”), which has an arrangement with iBillionaire to provide these services.

All strategies are derived by iBillionaire from public filings made with the SEC by hedge funds and institutional investment managers. iBillionaire is in no way affiliated with the hedge funds or institutional investment managers who make such filings and any use of a specific filing by iBillionaire in one or more strategies is in no way intended to be an endorsement of the firm making the public filing. iBillionaire will publish its proprietary indexes including the proprietary indexes of iBillionaire Inc. iBillionaire strategies consist of equities, which may include ETFs, REITs and ADRs. The holdings of each strategy are available on the platform for the self-directed investor to analyze and assess the appropriateness with respect to his/her risk tolerance. iBillionaire has discretionary authority to implement investment decisions for each strategy selected by a client, including the trading and rebalancing of the client’s portfolio. Clients may specify refinements or restrictions to be applied by iBillionaire in managing a particular strategy. For example, a client may direct iBillionaire to refrain from investing in a company whose business is based on gambling or the manufacture of weapons or chemicals.

iBillionaire also provides its advisory services for institutional and high net worth clients in specialized advisory accounts (“Specialized Advisory Accounts”). Clients with Specialized Advisory Accounts select one or more of iBillionaire strategies and may request refinements or restrictions, provided that such restrictions are not materially different from a strategy’s investment objectives. Fee structure and custodial services may differ for Specialized Advisory Accounts as compared to the Standard Accounts described above (see Item 5 and Item 12).

Item 5 Fees and Compensation

iBillionaire charges a client 0.90% of the assets under management, on an annual basis for accounts over \$1,000. For accounts under \$1,000, iBillionaire charges \$1 per month. This fee covers custody and includes transaction fees and costs, including commissions, of Apex (see Item 12). If a client elects to change their investment strategy, iBillionaire will rebalance their portfolio in between the scheduled rebalances that are based on SEC filings. In this case, iBillionaire will impose a charge of 0.10% of the assets under management as reported on the day of the strategy change. iBillionaire's fees for Standard Accounts are not negotiable.

iBillionaire's fees are computed and automatically debited quarterly in advance and will be calculated based on the average daily market value of the client account assets during the prior quarter. The fee for the quarter in which assets were first deposited into the account will be based on the market value of the account assets on the day the assets were deposited in the account and prorated for the number of days the account was open during the quarter. If the account is terminated prior to the end of a quarter, the fee for that quarter will not be returned.

Fees for Specialized Advisory Accounts are negotiated and are deducted as described above.

iBillionaire's fees are designed to cover all client costs except costs incurred because of individual or special requests for services. For example, Apex provides for electronic delivery of documents. If a client requests paper copies of documents, Apex imposes a separate charge for that service. Similarly, separate charges may be imposed if clients request money or other asset transfers to external accounts, such as through bank wires.

ETFs, REITs and other registered investment companies, such as money market funds that may be included among a client's holdings, charge separate fees and expenses as described in their prospectuses.

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

iBillionaire does not charge performance-based fees. iBillionaire does not advise hedge funds or provide advice to clients other than the strategies offered through its interactive website and mobile platform.

Item 7 Types of Clients

iBillionaire accepts individuals, trusts and other entities (subject to approval) who are US residents as clients for Standard Accounts. The minimum account size is \$1,000.00.

iBillionaire reserves the right to terminate its services to a client if an account falls below the minimum, but may choose to, at its discretion, continue providing investment advice to the client. In addition, although iBillionaire may terminate services to a client, Apex may choose to continue its service to the client.

iBillionaire accepts institutions, high net worth individuals, trusts and other entities (subject to approval) for Specialized Advisory Accounts.

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

iBillionaire's investment methodology is based on the analysis of the SEC public disclosure filings of hedge fund and institutional investment managers at the end of each quarter.

iBillionaire offers several investment strategies to clients, each strategy specific to a single hedge fund or institutional investment manager, although the method of constructing and executing the strategy are equivalent. Likewise, although the risks may differ as to the degree to which they relevant to each strategy, the types of risks outlined below pertain to each iBillionaire strategy.

iBillionaire makes investments for its clients based on the client's selection of one or more of the iBillionaire strategies. iBillionaire is in no way affiliated with the hedge funds or institutional investment managers who make such filings and iBillionaire does not endorse their services.

iBillionaire creates its strategies based solely on the long equity positions of the SEC filings. Positions in derivatives, bonds, swaps, private companies and short positions may not be included in iBillionaire strategies. In addition cash in an iBillionaire client account will be invested in a money market fund that is available as part of the Apex custody and brokerage account with each client. This will result in a divergence of an institutional manager's performance and the performance return of an iBillionaire strategy.

Risks

iBillionaire strategies involve risk of loss and clients must be prepared to bear the loss of their entire investment. The following risks could affect the value of your investment:

Market Risk: The prices of the securities in which the strategies invest may decline for a number of reasons including in response to economic developments and perceptions about the creditworthiness of individual issuers. The prices of securities may be affected by periods of increased volatility. Clients should be willing to withstand prolonged periods of upswings and downswings of market prices.

Key Man Risk: the success of the strategies depends to a great extent on the investment skills of the investment manager and its principals on which a strategy is based. Performance could be adversely affected if, because of illness or other factors, their services were not available for any significant period of time.

Concentration Risk: The strategies may be non-diversified and may invest a larger percentage of its assets in securities of a few issuers or a single issuer than that of a diversified fund. As a result, the strategy's performance may be disproportionately impacted by the performance of relatively few securities. Clients should ensure that by selecting more than one iBillionaire strategy, they are not incurring additional concentration risk.

Derivatives Investment Risk: Even though iBillionaire itself will not invest directly in derivatives, the strategies may invest in investment vehicles such as Exchange-Traded Funds that include derivatives as part of the underlying constituents. Derivatives are financial

instruments that derive their performance from an underlying reference asset, such as an index, security or interest rate. The return on a derivative instrument may not correlate with the return of its underlying reference asset. Derivatives are subject to a number of risks, such as market risk, volatility risk, credit risk and interest rate risk. Derivatives can be volatile and may be less liquid than other securities. As a result, the value of an investment in a strategy may change quickly and without warning and you may lose money.

Liquidity Risk: An exchange or market may close or issue trading halts on specific securities, or the ability to buy or sell certain securities or financial instruments may be restricted, which may result in iBillionaire being unable to buy or sell certain securities or financial instruments. In such circumstances, iBillionaire may be unable to rebalance your portfolio, may be unable to accurately price its investments and may incur substantial trading losses.

Technology and Regulatory Risk: The strategies rely in large part on the ability to access hedge fund and institutional investment manager public disclosures through Form 13F-HR in order to identify the constituents of each strategy. Inability to access Form 13F-HR as currently defined by the SEC for extended periods of time for either technical or regulatory reasons could render iBillionaire unable to implement any or all strategies going forward. iBillionaire uses technology to disseminate information and communicate with clients. Technical problems either with iBillionaire or with any of the third party technology providers that iBillionaire uses, could result in an inability to disseminate information or communicate with clients.

Recommendations of Particular Types of Securities

ETFs are managed pooled vehicles that invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. ETFs' managers trade fund investments in accordance with fund investment objectives. While ETFs generally provide diversification, risks can be significantly increased for funds concentrated in a particular sector of the market, or that primarily invest in small cap or speculative companies, use leverage to a significant degree, or concentrate in a particular type of security rather than balancing the fund with different types of securities. ETFs can be bought and sold throughout the day like stocks and their price can fluctuate throughout the day. During times of extreme market volatility, ETF pricing may lag versus the actual underlying asset values. This lag usually resolves itself in a short period of time; however, there is no guarantee this relationship will always occur.

REITs are managed investment vehicles that invest in real estate, mortgages, loans, or mortgage backed securities, depending on the investment objectives of the REIT. Risks can be high due to the concentration of investment in real estate, the use of leverage, the use of derivatives, the exposure to interest rates and the chance of defaults. Publicly traded REITS can be bought and sold throughout the day like stocks and their price can fluctuate throughout the day.

Item 9 Disciplinary Information

Neither the Firm nor any of iBillionaire's employees have any reportable disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

iBillionaire has an affiliated company under common control and ownership, called iBillionaire Inc. iBillionaire Inc. developed proprietary research tools and indexes and manages an index based on several institutional managers' holdings. The index is licensed to Direxion for an ETF (IBLN). The ETF and Direxion are separately and independently managed, and have no affiliation with iBillionaire, iBillionaire Inc. or their holding company, iBillionaire Holdings. Direxion is not under common control with iBillionaire, iBillionaire Inc. or iBillionaire Holdings.

iBillionaire may choose to offer the ETF, IBLN, as one of the strategies available to a client. In this case, iBillionaire's affiliate, iBillionaire Inc. would receive compensation from Direxion.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

iBillionaire maintains a code of ethics that requires all officers and employees to conduct themselves with standards of honest conduct and business ethics in all aspects of their activities concerning iBillionaire and iBillionaire's clients. A copy of iBillionaire's code of ethics is available to clients and prospective clients via the iBillionaire website.

iBillionaire and individuals associated with iBillionaire may buy or sell, for their personal accounts, securities identical to those in strategies selected by iBillionaire clients. No person employed by iBillionaire may use material, non-public information obtained during the course of their work to buy or sell any security prior to any pending transactions being executed for a client account. iBillionaire and its personnel are prohibited from preferring their own interest to that of their clients.

Item 12 **Brokerage Practices**

iBillionaire has an arrangement with Apex Clearing Corporation (“Apex”), a FINRA member broker dealer, for the custodial and brokerage services necessary for iBillionaire to serve its Standard Accounts clients. Apex and iBillionaire have an arms-length relationship and do not share any related persons or common control. iBillionaire’s relationship with Apex may include benefits provided to the firm, including but not limited to, administrative services that help iBillionaire manage client accounts.

Upon signing an investment management agreement with iBillionaire, clients contemporaneously enter into an agreement and establish an account with Apex for custodial and brokerage services. Under its agreement with Apex, iBillionaire pays for the custody and for the execution of transactions in client accounts from its advisory fee. However under each client agreement with Apex, the client agrees to pay Apex for other banking and operational services, which are fully disclosed in the client’s agreement with Apex.

Transactions occur when iBillionaire implements an investment strategy for a client and whenever iBillionaire rebalances client portfolios. Cash in each client’s account may be swept into a money market fund available on the Apex platform at the discretion of iBillionaire, depending on market rates, client’s cash balance and other factors. iBillionaire may place block trades with Apex on behalf of multiple clients, and when portfolios are rebalanced. To achieve efficiencies and enable allocations, block trades may flow through iBillionaire’s proprietary account. There are no mark-ups or dealer spreads in such trades, and iBillionaire receives no benefits from the transactions. Unallocated fractional shares may remain in iBillionaire’s proprietary account for a period of time, generally until whole shares can be assembled and sold in the open market. No clients are favored in block transactions and all clients that participate in block transactions receive the same share price. iBillionaire will attempt to achieve best execution in the trades it directs to Apex, and it will monitor execution by Apex. However before entering into agreements with iBillionaire and Apex, clients should consider whether the appointment of Apex as the sole broker and the custodian for client accounts may or may not result in certain costs or disadvantages as a result of less favorable executions, and the possible payment by the client of fees that Apex charges to the client. In addition, it is possible that Apex will compensate iBillionaire, share the interest collected on client cash, or reduce the fees it charges iBillionaire in the event that client assets under management or the number of accounts reach certain levels. In such instance iBillionaire does not intend to reduce its advisory fee to clients, or otherwise to rebate to clients payments received from Apex.

Clients with Specialized Advisory Accounts may choose their own broker and custodian. In this case, the client is responsible for negotiating their own custody fees, transaction fees (including commissions) and for monitoring the quality of the execution they receive. A client not using the iBillionaire relationship with Apex will not participate in the aggregate transactions described above and may receive less favorable pricing and execution. The client may pay higher commissions and mark-ups than it would pay if iBillionaire had discretion to select the broker-dealer.

iBillionaire does not receive client referrals from broker-dealers in exchange for cash or other compensations, such as brokerage services or research.

Because of its business model, iBillionaire is not able to allow clients to direct their orders to a specific broker-dealer.

Item 13 Review of Accounts

Raul Moreno acts as the Chief Executive Officer and Chief Compliance Officer for iBillionaire. Mr. Moreno conducts at least an annual review of client accounts. Each client account receives from their custodians on at least a monthly basis, detailed statements showing the holdings and market value in the account as well as the transaction activity, interest and dividends for the reporting period.

Item 14 Client Referrals and Other Compensation

Currently, iBillionaire does not have any third party referral relationships.

Item 15 **Custody**

iBillionaire does not have physical custody of any client funds and/or securities. Funds and securities for clients with Standard Accounts will be held with Apex, an independent qualified custodian. Clients receive electronic account statements from Apex monthly. As provided in the advisory agreement, Apex will directly debit client accounts for advisory fees on iBillionaire's behalf.

The account statements from Apex will indicate the amount of the advisory fees deducted from the account each period. Clients should carefully review account statements for accuracy. iBillionaire encourages clients to compare statements received from their custodian with information from iBillionaire's website or mobile app to confirm their individual performance results and to contact iBillionaire if they find any inaccurate information.

Clients with Specialized Advisory Accounts may determine their own custodian and independently negotiate their own custody fees and transactions fees (including margin rates, interest rates and commissions).

Item 16 Investment Discretion

Before iBillionaire can buy or sell securities for a client, a client must first sign a discretionary investment advisory agreement and/or a power of attorney. Clients grant the Firm discretion over the selection and amount of securities to be purchased or sold without obtaining consent or approval prior to each transaction. However, iBillionaire will only make transactions in the client's account according to the strategy or strategies the client selects. That is, the client gives iBillionaire consent to transact in order to follow the strategy selected by the client, along with any limitations or refinements specified by the client.

Item 17 Voting Client Securities

iBillionaire clients are responsible for voting all proxies, executing waivers, consents and other instruments, and responding to any plan of reorganization, merger, combination, consolidation, liquidation or similar transaction or plan with respect to any securities in the account. iBillionaire is not obligated to render any advice or take any action on behalf of the client with respect to securities held in the account, nor is iBillionaire obligated to initiate or pursue any legal proceedings, including without limitation, shareholder litigation, on behalf of the account. The right to take any actions with respect to any legal proceedings, including, without limitation, bankruptcies and shareholder litigation, and the right to initiate or pursue any legal proceedings, including, without limitation, shareholder litigation, with respect to transactions, securities or other investments held in the account is expressly reserved to client.

Apex delivers to iBillionaire clients all shareholder communications, including proxy statements and proxies, distributed by the issuers of securities held in the account. iBillionaire does not have proxy voting policies, other than the fact it does not vote for clients.

Item 18 Financial Information

There is no information applicable to this item.