

PART 2A OF FORM ADV: FIRM BROCHURE

Open Invest Co.

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This brochure provides information about the qualifications and business practices of Open Invest Co. (“Open Invest”). If you have any questions about the contents of this brochure, please contact us at compliance@openinvest.co or by telephone at 646-469-2139. 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, and references in this Brochure to Open Invest as a “registered investment adviser” are not intended to imply a certain level of skill or training.

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

ITEM 2 – MATERIAL CHANGES

There have been no material changes since our initial brochure filing in July 2015

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ITEM 4 – ADVISORY BUSINESS

A. General Description of Advisory Firm

Open Invest Co. (“Open Invest”), is a corporation that was founded in 2015. The owners of Open Invest Co. are Conor Murray and Phillip Wei.

B. General Description of Advisory Services Offered

Open Invest is an online platform that allows Clients to:

- Learn about investing concepts
- Discuss investment strategies
- Discover strategies that fit their investment needs
- Invest in a particular, or multiple portfolios
- Monitor their portfolios
- Receive analysis and/or recommendations based on investment objectives

Each portfolio describes its investment objectives, and allows clients to participate in discussions about related investment matters. Any portfolio that a Client can invest in is fully and systematically described, allowing Open Invest to adhere to the portfolio strategy. Open Invest uses automated technology to manage Client accounts in accordance with their selected portfolios.

C. Wrap Fee Programs

Open Invest does not participate in or run any Wrap Fee Programs

D. Assets Under Management

Open Invest does not have any assets under management as of December 31, 2015.

ITEM 5 – FEES AND COMPENSATION

A. Fees and Compensation

Open Invest's compensation from the Clients is described below.

Management Fee

Compensation varies based on the complexity of a Client's portfolio. In general, fees will be charged at regular intervals, in arrears, based on the net value of a Client's portfolio. For investments in pooled investment vehicles, as well as more complex strategies, this may include a fee based on the performance of the portfolio. For simple portfolios this fee may be waived at Open Invest's discretion.

Base Management Fees

Base management fees will range from 0 - 1% of a Client's assets under management depending on the complexity required to manage the Client's portfolio. Simple, straightforward portfolios are likely to lie in the range of 0-0.25% and more complex strategies, such as those implemented in separate funds are likely to be higher, but not to exceed 1%.

Performance-Based Fees

We will not be charging performance fees for passive portfolios and strategies.

Expenses

Generally, the Clients will bear all costs and expenses related to its investment activity and operations. Currently, the Clients are expected to bear the following costs:

- Brokerage, commission, transfer taxes and other transaction costs associated with securities transactions (see Item 12, Brokerage Practices, below)
- Stock borrow fees (as applicable)

Any of the above fees may be waived or negotiated for individual Clients at Open Invest's discretion.

***ITEM 6 - PERFORMANCE-BASED FEES AND
SIDE-BY-SIDE MANAGEMENT***

Open Invest does not currently charge performance-based fees.

ITEM 7 – TYPES OF CLIENTS

Open Invest Clients are generally individual investors who are seeking to optimize their investment portfolio.

Individual clients are generally not required to have a certain amount of investment experience, personal wealth or sophistication.

Prior to receiving investment advice from Open Invest, individuals are required to open an Open Invest user account. To register an account, a prospective Client is required to provide Open Invest with:

- Identifying Information (e.g., email, password, and social security number);
- An agreement to Open Invest's Terms of Service;
- An acknowledgement and agreement to Open Invest's Privacy Policy; and
- Such other documents required by law or best practices.

Certain of Open Invest's information services are accessible without registering an account. Such services do not involve the provision of investment advice.

Separately Managed Accounts. Clients will need a minimum of \$10,000 to open an account with Open Invest.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. *Methods of Analysis and Investment Strategies*

As described in Item 4.B. Open Invest provides Clients with investment advice via its Website. Open Invest's web-based platform powers the investment advisory services and hosts Client data.

Separately Managed Accounts

Clients will open accounts at our brokerage partner and give Open Invest authority to trade these accounts on the Client's behalf in accordance with Client-selected investments.

As it pertains to securities recommendations, Open Invest's software platform uses client demographic information, investment goals, risk tolerance and other client preferences when assessing the suitability of investment strategies for the individual. The platform allows Clients to select one or more portfolio strategies that fits their goals, and implements the portfolio for them. The platform will update client recommendations based on changes in client situation and financial markets. Clients are able to view open discussions on the site pertaining to their portfolios and can update their preferences and allocations based on information generated in these discussions

The fact that a recommendation is generated by our proprietary technology in a discussion forum cannot be interpreted as a guarantee of future performance. Investing in securities involves risk of loss that Clients should be prepared to bear.

B. *Risks Associated with Investing in Securities*

Investing in securities involves a risk of loss that clients should be prepared to bear. Open Invest makes no guarantee or representation that its investment strategy will be successful. Past performance of Open Invest and/or its Clients' portfolios is not a guarantee of future results.

Material Risks Associated with Investment Strategy

1. Market Risks

All investments are subject to market risks including but not limited to: investment-specific price fluctuations, economic, political, interest rate and other risks, which could result in adverse market price changes; and the difficulty of accurately predicting price movements in particular securities or the market as a whole. Due to the nature of its investment strategy, Open Invest may have only limited ability to vary a client's investment portfolio in response to changing economic, financial and investment conditions.

2. Engagement Process

There is no guarantee that Open Invest's engagement of a portfolio company will be successful or that even if it is successful, this will result in an increase in the share price of that company. Further, such engagement may cause a company's management to take defensive or other measures that erode, rather

than increase, shareholder value.

3. Concentration

Client investments may be heavily concentrated, at any time, in only a limited number of companies or industries. Poor performance by a single investment could substantially and adversely affect the overall performance of a client's portfolio.

Material Risks Associated with Equity Securities

Each investment in an equity security of a portfolio company is subject to the risks associated with the businesses in which the portfolio company is engaged, including market conditions, changes in regulatory requirements, general economic downturns, (in some cases) changes in commodity prices and other factors. Such conditions may result in a loss of value beyond the control of Open Invest notwithstanding its engagement of the portfolio company.

ITEM 9 – DISCIPLINARY INFORMATION

Neither Open Invest nor any of its employees has had any civil or criminal actions brought against them. Nor has Open Invest or any of its employees had any administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority. Neither Open Invest, nor any of its employees, has had any proceedings before a self-regulatory organization.

***ITEM 10 – OTHER FINANCIAL INDUSTRY
ACTIVITIES AND AFFILIATIONS***

A. No Broker Dealer Affiliations

Neither Open Invest, nor any of its management persons are registered, or have an application pending to register as a broker dealer or a registered representative of a broker dealer.

B. No Affiliations with Futures Commission Merchants, Commodity Pool Operators or Commodity Trading Advisor

Neither Open Invest, nor any of its management persons are registered, or have an application pending to register as a Futures Commission Merchants, Commodity Pool Operators or Commodity Trading Advisor or an associated person of the forgoing entities.

C. Relationships Material to Open Invest's Advisory Business

Neither Open Invest, nor any of its management persons, has a relationship or arrangement with a related person that is material to its advisory business or to its Clients.

***ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS
AND PERSONAL TRADING***

A. Open Invest’s Code of Ethics

Open Invest has adopted a Code of Ethics (the “Code”) which is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the “Advisers Act”). The Code applies to Open Invest’s “Access Persons.” Access Persons include, generally, any partner, officer or director of Open Invest and any employee or other supervised person of Open Invest who, in relation to the Clients, (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings or (2) is involved in making securities recommendations or has access to such recommendations that are non-public.

All Open Invest employees and certain other individuals (including certain consultants) are deemed to be Access Persons.

The Code sets forth a standard of business conduct that takes into account Open Invest’s status as a fiduciary and requires Access Persons to place the interests of the Clients above their own interests. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of Open Invest’s Chief Compliance Officer. All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code on at least an annual basis and any time material amendments are made.

As required by Rule 204A-1 of the Advisers Act, Open Invest’s Access Persons must provide Open Invest’s Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. Open Invest also requires its Access Persons to report their securities transactions on a quarterly basis thereafter and disclose their securities holdings on an annual basis. Open Invest restricts the personal trading of its Access Persons as reflected in the Code of Ethics.

The Code also includes insider trading policies and procedures that are designed to prevent the improper use of material, non-public information. Such insider trading policies and procedures prohibit Open Invest and its personnel from trading for their personal account, or recommend trading in, any securities while in possession of material, non-public information about such security, and from disclosing such information to any person not entitled to receive it.

Clients or prospective Clients may obtain a copy of Open Invest’s Code by contacting the Chief Compliance Officer at compliance@OpenInvest.co.

Open Invest’s related persons may purchase securities for their own accounts which may, in certain instances, be the same Securities as those recommended to Clients. The Code requires Access Persons to place the interests of Clients over their own or those of Open Invest, and all Access Persons are required to acknowledge their receipt and understanding of the Code.

Because Open Invest manages more than one account, there may be conflicts of interest over its time devoted to managing any one account and allocating investment opportunities among all accounts that it manages. For example, Open Invest selects investments for each client based solely on investment

considerations for that client. Different clients may have differing investment strategies and expected levels of trading. Open Invest may buy or sell a security for one type of client but not for another, or may buy (or sell) a security for one type of client while simultaneously selling (or buying) the same security for another type of client. Open Invest may give advice to, and take action on behalf of, any of its clients that differs from the advice that it gives or the timing or nature of action that it takes on behalf of any other client. Open Invest attempts to resolve all such conflicts in a manner that is generally fair to all of its clients over time. Open Invest is not obligated to acquire for any account any security that Open Invest or its partners, officers or employees may acquire for its or their own accounts or for any other client, if in Open Invest's absolute discretion, it is not practical or desirable to acquire a position in such security for that account.

Open Invest's Code also maintains policies and procedures to prevent insider trading that are designed to prevent the misuse of material, non-public information. Open Invest personnel are required to certify their compliance with the Code.

B. Recommending Securities to Clients

As mentioned in Item 11C, Open Invest does not buy securities for its own account. Therefore, no potential conflict of interest exists at the firm level. Access Persons may desire to trade securities that the firm is trading for Clients but, for the reasons described in Item 11C, no actual conflict arises and any common investments are not at the prejudice of the Clients.

ITEM 12 – BROKERAGE PRACTICES

Open Invest will open and maintain Client Accounts at Interactive Brokers, which provides trade execution and clearing services.

Open Invest obtains information as to the general level of commission rates being charged by the brokerage community from time to time, and will periodically evaluate the overall reasonableness of brokerage commissions paid on Client transactions by reference to such data to ensure competitive commission rates. “Best execution” means the best overall qualitative execution, not necessarily the lowest possible commission cost. Accordingly, the factors that Open Invest considers when selecting or recommending Brokers are matters that directly benefit Client Accounts, and consistent with obtaining the best execution of their transactions. These factors include: execution capability and available liquidity; timing and size of particular orders; commission rates; responsiveness; trading experience; reputation, integrity and fairness in resolving disputes; quality of their application programming interfaces and technology; and other factors.

Open Invest does not engage in any “soft dollar” practices involving the receipt of research or other brokerage service in relation to client commission money, nor do we receive any research or other products in connection with Client transactions. Open Invest also does not use Client commission money to compensate or otherwise reward any brokers for client referrals.

In the interest of better trade execution, Open Invest may aggregate orders for a Client’s Account with orders of other Clients. In such an event, the average price of the securities purchased or sold in such a transaction may be determined and a Client may be charged or credited the average transaction price. As a result, however, the price may be less favorable to the Client than it would be if similar transactions were not being executed concurrently for other Accounts.

ITEM 13 – REVIEW OF ACCOUNTS

A. Periodic Review of Client Accounts

Open Invest produces daily and weekly internal reporting, which set out the preceding days trades and the weekly gains and losses of the portfolio. These reports are reviewed at least weekly by at least one partner. Open Invest's Investment Committee (the "Investment Committee") performs more detailed reviews not less frequently than monthly to evaluate factors such as the status of holdings and performance of client accounts.

B. Non-Periodic Review of Client Accounts

Whenever an issue is raised with respect to a particular holding, affected accounts are reviewed as appropriate.

C. Reports Given To Clients

By logging into the Open Invest website, Clients may access their current reports summarizing information about their accounts. Such periodic reports include information regarding the Client's portfolio, including performance, top movers (up and down) and performance vs. the relevant index. Open Invest also makes available on its website other periodic or event inspired reports based upon market or portfolio activity. In addition, when Clients login to the Open Invest service, they can view their portfolio performance, asset allocation, dividends, key statistics and portfolio ratios and geographic allocation data, among other information.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Except as discussed in Item 5A, Fees and Compensation, Open Invest does not directly or indirectly compensate any person who is not a supervised person for client referrals. To the extent Open Invest does enter into any such arrangements, as applicable, all such compensation will be fully disclosed to each Client consistent with applicable law and to the extent necessary will be conducted in accordance with SEC Rule 206 (4)-3 under the Advisers Act, as well as relevant guidance.

ITEM 15 – CUSTODY

Open Invest Co. obtains custodial, clearing, settlement and related services on behalf of its Clients through what is known as a “custodial” arrangement. Under that arrangement, a brokerage firm maintains custody of each Client’s assets (either directly or through its clearing brokerage firm). The brokerage firm is a “qualified custodian” and maintains custody of each Client’s funds and securities in a separate account for that Client.

Under SEC Rule 206(4)-2, because Open Invest Co. is authorized to deduct advisory fees or other expenses directly from a client’s account, Open Invest Co. is deemed to have custody of the securities and other assets of the Client, even though such securities and assets are maintained principally by a “qualified custodian.” Investors will receive monthly statements from such custodians.

ITEM 16 – INVESTMENT DISCRETION

Open Invest requires that a Client Agreement be completed by a Client who decides to retain Open Invest as their investment advisor. Under the terms of the Client Agreement, Open Invest assumes full discretionary trading and investment authority over the Client's assets held with the Broker. This means that Open Invest is given full authority under a power of attorney arrangement to select the timing, size, and identity of securities to buy and sell for the Client.

ITEM 17 – VOTING CLIENT SECURITIES

Open Invest, as a matter of policy does not vote or advise on proxies on behalf of its Clients.

ITEM 18 – FINANCIAL INFORMATION

Open Invest is not currently aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its Clients. Open Invest does not require or solicit prepayment of any advisory fees.