



Guideline Investments LLC - Form ADV Part 2A

Updated: March 22, 2017

ITEM 1: GUIDELINE INVESTMENTS, LLC

This brochure provides information about the qualifications and business practices of Guideline Investments, LLC, an SEC-registered investment adviser located at 200 Park Road, Burlingame, California 94010.

The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission ("SEC") or by any state securities authority. Registration does not imply a certain level of skill or training.

Additional information about Guideline Investments, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

If you have any questions about the contents of this brochure, please contact us at (888) 228-3491 or hello@guideline.com. You may also visit our website at www.guideline.com.

Guideline Investments, LLC's CRD number is: 281515.

ITEM 2: MATERIAL CHANGES

This brochure is dated March 22, 2017 and reflects the following material changes since the last brochure dated July 29, 2016:

Item 5A: Fees

- Guideline Technologies, Inc. charges plan sponsors a recurring monthly fee of \$6-\$10 per plan participant, with a minimum account fee of \$40 per plan.
- Plan sponsors may terminate services upon 90 days' notice to Guideline Technologies, Inc.
- Clients will no longer be subject to annual maintenance fees to third-party custodian.

Item 5B. Billing & Payment

Guideline Technologies, Inc. bills plan setup fees by invoice upon close of the month during which a service agreement is entered into.

Item 7: Types of Clients

Guideline Technologies, Inc. charges a minimum account fee of \$40 per month to plan sponsors.

Item 8A. Methods of Analysis and Investment Strategies

Guideline's investment philosophy has four primary aspects – (1) save adequately, (2) limit investment costs by using low-cost index funds, (3) diversify broadly across asset classes, within asset classes using index funds, and over time with regular investments from payroll, and (4) play the long game by viewing retirement investing and planning as a long-term activity.

Item 10C. Material Relationships and Possible Conflicts of Interests

Guideline representatives shall not provide services to clients related to the representative's activities outside of Guideline, which would potentially pose a conflict of interest.

Item 11C. Investing Personal Money in the Same Securities as Clients

Guideline's representatives may buy or sell mutual funds or exchange traded funds for themselves that Guideline also recommends to clients. Guideline does not believe any such transaction could potentially create a conflict of interest.

Item 11D. Trading Securities At or Around the Same Time as Clients' Securities

Guideline representatives may buy or sell securities for themselves at or around the same time as clients. Guideline does not believe such transactions could potentially create a conflict of interest.

Item 12A. Research and Other Soft-Dollar Benefits

Guideline does its own investment research. Guideline does not currently have a soft dollar program or any plans to implement one.

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ITEM 4: ADVISORY BUSINESS

A. Firm

Guideline Investments, LLC (hereinafter “Guideline”) is a Limited Liability Company, formed on September 2015, and organized in the State of California. Its principal owner is Guideline Technologies, Inc., a Delaware Corporation.

B. Services

Guideline provides investment management fiduciary services for retirement plans administered by Guideline Technologies, Inc.

Guideline’s services include investment research, selection, monitoring, and management of qualified default investments and portfolios for retirement plans. Guideline exercises full authority to manage retirement plan assets pursuant to Section 3(38) of the Employee Retirement Income Act of 1974 (“ERISA”).

Guideline also provides investment recommendations to retirement plan participants via its proprietary software, and primarily recommends managed portfolios comprising mutual funds. Guideline may recommend other securities, such as exchange traded funds when appropriate.

Guideline's investment decisions are made in the best interest of retirement plan participants. Guideline's economic, investment, and other financial interests are not taken into consideration when making investment decisions.

C. Client-Tailored Services and Client Restrictions

Guideline offers the same investment management and advisory services to all plan participants.

Pursuant to ERISA Section 404(c), Guideline provides a selection of diversified investments representing a range of risk/return characteristics.

Guideline will recommend one of its managed portfolios based on a participant's reported risk tolerance and estimated time until retirement. However, a participant may select from any of Guideline's managed portfolios or create a custom portfolio from Guideline's investment menu in a manner that the participant believes is most appropriate for achieving his or her individual retirement savings goals.

When a participant does not provide investment directions to Guideline, the participant's funds will be invested in a default investment portfolio based on the participant's estimated time until retirement.

Participants may change their investment choices as their individual retirement savings needs and goals change.

Clients may not impose restrictions on investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

In a wrap fee investment program, the investor pays one stated fee to cover management fees, transaction costs, fund expenses, and other administrative fee.

Guideline does not participate in any such wrap fee program.

E. Client Assets

As of March 22, 2017, Guideline managed \$53MM in retirement plan assets on a discretionary basis, and no non-discretionary assets.

ITEM 5: FEES AND COMPENSATION

A. Fees

Guideline's 3(38) investment management services are rendered to clients of Guideline Technologies, Inc. at no charge.

However, Guideline Technologies, Inc. charges plan sponsors a one-time fee of \$500 to set up a 401(k) plan, and a recurring monthly fee of \$6-\$10 per plan participant, with a minimum \$40 monthly fee per plan for retirement plan services.

Guideline Technologies, Inc. provides a detailed schedule of fees to plan sponsors upon entering into a contract for services. Guideline Technologies, Inc. also furnishes a detailed schedule of administrative fees to plan participants in a fee disclosure statement upon enrollment and on an annual basis. Neither Guideline nor Guideline Technologies, Inc. charges 401(k) plan participants any fees for plan administration or Assets Under Management (AUM).

Third-party custodian fees may also be charged for administrative services. Such fees are disclosed to clients prior to the execution of a custodial agreement.

While fees charged to plan sponsors by Guideline Technologies, Inc. may be negotiable, fees charged by a third-party plan custodian are non-negotiable.

Guideline Technologies, Inc. permits plan sponsors to terminate services with ninety (90) days notice, which will also terminate services with Guideline. Applicable termination fees are set forth in Guideline Technologies, Inc.'s fee disclosure.

B. Billing & Payment

Guideline Technologies, Inc. bills plan setup fees by invoice upon close of the month during which a service agreement is entered into. Monthly invoices are sent by Guideline Technologies, Inc. following the end of the month in which services were provided. Fees are paid via electronic fund transfer.

C. Third Party Fees

Plan sponsors and participants are responsible for the payment of all third party fees to Guideline Technologies, Inc., including third party custodial fees that are billed to Guideline Technologies, Inc. by the custodian. Plan sponsors and participants are also responsible for the payment of third party brokerage fees, mutual fund fees, transaction fees, and other investment-related fees.

D. Prepayment of Fees

Prepayment of fees is not accepted.

E. Compensation For the Sale of Securities to Clients

Neither Guideline nor any supervised persons accept compensation for the sale of securities or other investment products.

ITEM 6: PERFORMANCE-BASED FEES

Neither Guideline nor its supervised persons accept performance-based fees on a share of capital gains on or capital appreciation of the assets of a client.

ITEM 7: TYPES OF CLIENTS

Guideline provides ERISA 3(38) investment management and advisory services to retirement plans and participants managed by Guideline Technologies, Inc.

Guideline Technologies, Inc. requires plans to have a minimum account fee of \$40 per month.

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

A. Methods of Analysis and Investment Strategies

Guideline's investment philosophy has four primary aspects – (1) save adequately, (2) limit investment costs by using low-cost index funds, (3) diversify broadly across asset classes, within asset classes using index funds, and over time with regular investments from payroll, and (4) play the long game by viewing retirement investing and planning as a long-term activity.

For diversification, Guideline adheres to modern portfolio theory, a theory of investment which attempts to maximize portfolio return for a given amount of risk, or minimize risk for a given level of return. Guideline also recommends a long term investing strategy.

Clients should be aware that investing in securities involves a risk of loss that the client should be prepared to bear.

B. Material Risks

Modern Portfolio Theory assumes that investors are risk averse and will only take on increased risk if compensated with higher expected returns. Following the same line of logic, an investor who wants higher returns will need to accept greater risk. Different investors will evaluate the trade-off differently based on their own individual risk aversion. When choosing between portfolios, the implication is that a rational investor will invest in the portfolio with the most favorable risk-to-expected-return profile.

Long term investing 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 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, market risk, political and regulatory risk, interest rate risk and inflation (purchasing power) risk.

Clients should be aware that investing in securities involves a risk of loss that the client should be prepared to bear.

C. Risks of Specific Securities

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the Federal Deposit Insurance Corporation (“FDIC”) or any other government agency:

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

b) Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss. Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest, and the possibility of inadequate regulatory compliance.

Clients should be aware that investing in securities involves a risk of loss that the client should be prepared to bear.

ITEM 9: DISCIPLINARY INFORMATION

A. Criminal or Civil Actions

Guideline has no criminal or civil actions to report.

B. Administrative Proceedings

Guideline has no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

Guideline has no self-regulatory organization proceedings to report.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer or Broker-Dealer Representative Registration

Neither Guideline nor its representatives are registered as, or have pending applications to register as a broker/dealer or a representative of a broker/dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor Registration

Neither Guideline nor its representatives are registered as or have pending applications to register as, either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Material Relationships and Possible Conflicts of Interests

Guideline and its representatives are committed to acting in the best interest of its clients. Clients are not required to use the services of any Guideline representative in connection with the individual representative's activities outside of Guideline.

Carol B. Ho is a licensed attorney. Ms. Ho shall not provide legal advice to clients. Clients should be aware that provision of any legal advice by Ms. Ho may involve a conflict of interest.

Nicolle Willson is an independent licensed insurance agent. Ms. Willson shall not provide insurance services to clients. Clients should be aware that provision of any insurance services that would pay a commission or other compensation may involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment advisor.

D. Material Conflicts of Interest From Other Investment Advisers or Managers

Guideline does not recommend or select other investment advisors to clients for which it receives compensation. Nor does Guideline maintain other business relationships with such advisors, as this would create a material conflict of interest.

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

A. Code of Ethics

Guideline has a written Code of Ethics pursuant to SEC rule 2014A-1 or similar state rules 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.

Guideline's Code of Ethics is available upon request to any client or prospective client, at no charge.

B. Recommendations Involving Material Financial Interests

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

C. Investing Personal Money in the Same Securities as Clients

From time to time, Guideline's representatives may buy or sell mutual funds or exchange traded funds for themselves that Guideline also recommend to clients. Though this may provide an opportunity for Guideline representatives to buy or sell the same securities before or after recommending the same securities to clients, Guideline representatives do not profit off of the recommendations they provide to clients. Guideline does not believe any such transaction could potentially create a conflict of interest.

Guideline documents any and all transactions that could possibly be construed as a conflict of interest. Guideline does not engage in trading that operates to a client's disadvantage when similar securities are being bought or sold. Representatives of

Guideline adhere to fiduciary standards mandated by ERISA and applicable federal and/or state securities regulations. Plan investments are managed for the exclusive benefit of plan participants.

D. Trading Securities At or Around the Same Time as Clients' Securities

From time to time, representatives of Guideline may buy or sell securities for themselves at or around the same time as clients. Though this may provide an opportunity for representatives of Guideline to buy or sell securities before or after recommending securities to clients, Guideline representatives do not profit off of the recommendations they provide to clients. Guideline does not believe such transactions could potentially create a conflict of interest.

Guideline documents any and all transactions that could possibly be construed as a conflict of interest. Guideline does not engage in trading that operates to the client's disadvantage when similar securities are being bought or sold. Representatives of Guideline adhere to its fiduciary standards mandated by ERISA and applicable federal and/or state securities regulations. Plan investments are managed for the exclusive benefit of plan participants.

ITEM 12: BROKERAGE PRACTICES

A. Selection of Custodians and/or Broker-Dealers

Guideline Technologies, Inc. requires its clients to use Benefit Trust Company as their custodian.

Custodians and/or broker-dealers are selected based on the duty of Guideline Technologies, Inc. to seek "best execution." This duty drives Guideline Technologies, Inc. to seek the most favorable terms of execution of securities transactions for the client, under the circumstances. Though clients do not necessarily pay the lowest commission or commission equivalent, Guideline Technologies, Inc. is committed to negotiating the most reasonable fees for the benefit of clients.

Research and Other Soft-Dollar Benefits

Guideline conducts its own investment research. Currently, Guideline does not have a soft dollar program or any plans to implement one.

Brokerage for Client Referrals

Guideline receives no referrals from a broker-dealer and/or third party in exchange for use of that broker- dealer and/or third party.

Directed Brokerage

Guideline does not require clients to execute transactions through a specified broker-dealer (not all advisers require their clients to direct brokerage).

B. Aggregating (Block) Trading for Multiple Client Accounts

Guideline maintains the ability to block trade purchases across accounts. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

ITEM 13: REVIEW OF ACCOUNTS

A. Frequency of Reviews and Who Makes Those Reviews

Guideline's Investment Committee reviews managed investment portfolios on a quarterly basis, at minimum, to ensure investment performance adheres to the defined goals of the portfolio. Guideline's Investment Committee is comprised of Guideline's investment adviser representatives.

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

Non-periodic 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, or disability.

C. Content and Frequency of Regular Reports Provided to Clients Regarding their Accounts

Guideline provides plan participants with a quarterly report detailing the client's account, including: assets held, asset value, and calculation of fees. Clients may also view their account balance and transactions from their online dashboard, updated daily.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

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

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

B. Compensation to Non-Advisory Personnel for Client Referrals

Guideline may enter into written arrangements with third parties to act as solicitors for Guideline's services. Solicitor relationships will be fully disclosed to each client to the extent required by applicable law. Guideline will ensure that each solicitor is exempt, notice filed, or properly registered in all appropriate jurisdictions. All such referral activities will be conducted in accordance with Rule 206(4)-3 under the Advisers Act, as applicable.

ITEM 15: CUSTODY

Guideline does not take custody of client accounts at any time. Custody of client accounts is held by Benefit Trust Company. Guideline reviews client account information against custodial account statements to ensure accurate accounting of funds.

ITEM 16: INVESTMENT DISCRETION

Guideline exercises discretionary trading authority with regard to funds invested in Guideline's managed portfolios. This enables Guideline to buy, sell, and specify the

amount of securities in a participant's account without first obtaining the participant's specific consent. This authority is limited to the transfer or exchange of participant funds between asset classes within mutual fund families and/or other securities to achieve results consistent with the goals of the client's selected investment portfolio. This discretion does not extend to clients who have created a custom portfolio.

ITEM 17: VOTING CLIENT SECURITIES (PROXY VOTING)

Proxy voting is carried out by the mutual fund manager for each security the fund holds. For individual stocks, clients may receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security. Should a fund require proxy votes for its own management, Guideline will assume voting authority for participants.

ITEM 18: FINANCIAL INFORMATION

A. Balance Sheet

Guideline is not required to include a balance sheet with this brochure, because it neither requires nor solicits prepayment of more than \$1,200 in fees per client.

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

Neither Guideline nor its management have any financial condition that is likely to reasonably impair Guideline's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions

Guideline has not been the subject of a bankruptcy petition at any time during the last ten years.