

**ADV PART 2A: BROCHURE**

**SMARTMONEY.CO, LLC**

5071 JUSTIN TERRACE, FREMONT, CA 94555

**7/25/2017**

This brochure provides information about the qualifications and business practices of SMARTMONEY.CO, LLC. If you have any questions about the contents of this brochure, please contact us by email at [support@SMARTMONEY.CO](mailto:support@SMARTMONEY.CO). Additional information about our SMARTMONEY.CO, LLC is available on the Internet at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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. Our firm's CRD number is: 285943

## Item 2    Material Changes

As an SEC registered investment adviser, our firm is required to comply with the new reporting and filing requirements. Our Firm Brochure, dated 07/25/2017, is our new disclosure document prepared according to those requirements and rules.

After our initial filing of this Brochure, this section will be used to provide our clients with a summary of new and/or updated information.

Consistent with the new rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year.

Material Changes:

**None**

## Item 3 Table of Contents Page

<b>Item 1</b>	<b>Cover Page</b>	<b>1</b>
<b>Item 2</b>	<b>Material Changes</b>	<b>2</b>
<b>Item 3</b>	<b>Table of Contents Page</b>	<b>3</b>
<b>Item 4</b>	<b>Advisory Business</b>	<b>4</b>
<b>Item 5</b>	<b>Fees and Compensation</b>	<b>5</b>
<b>Item 6</b>	<b>Performance-Based Fees and Side-By-Side Management</b>	<b>6</b>
<b>Item 7</b>	<b>Types of Clients</b>	<b>7</b>
<b>Item 8</b>	<b>Methods of Analysis, Investment Strategies and Risk of Loss</b>	<b>7</b>
<b>Item 9</b>	<b>Disciplinary Information</b>	<b>8</b>
<b>Item 10</b>	<b>Other Financial Industry Activities and Affiliations</b>	<b>8</b>
<b>Item 11</b>	<b>Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</b>	<b>8</b>
<b>Item 13</b>	<b>Review of Accounts</b>	<b>10</b>
<b>Item 14</b>	<b>Client Referrals and Other Compensation</b>	<b>11</b>
<b>Item 15</b>	<b>Custody</b>	<b>11</b>
<b>Item 16</b>	<b>Investment Discretion</b>	<b>11</b>
<b>Item 17</b>	<b>Voting Client Securities</b>	<b>11</b>
<b>Item 18</b>	<b>Financial Information</b>	<b>11</b>

## Item 4 Advisory Business

SMARTMONEY.CO, LLC (" SMARTMONEY.CO, LLC ") is an SEC-registered investment adviser with its principal place of business located in Fremont, CA.

SMARTMONEY.CO, LLC is a Limited Liability Corporation that will begin conducting advisory business in 2017.

Firm Principal	Title	Enter Ownership Percentage Here
mPura, Inc.	Owner	100%

### Portfolio Management:

Portfolio Management for asset classes of ETFs, government and corporate bonds, short-term investments like CDs, Money Market Funds, Treasury Insured-Protected Securities, etc., Real Estate Investment Trust, Precious metal ETFs, and private investments in startups

Our firm's investment platform is automated. It asks all necessary questions to know the client's family background, educational background, financial background, and financial goals to produce a risk score. Based on the risk score, one of the portfolios that matches the score will be assigned to the client. As all the background data that we collect would change from time to time, the client can make the modifications to any of the backgrounds to get the new score, and hence a new portfolio.

### Our Process:

- After creating a profile for a client, by using KYC steps, we create a risk profile
- The risk profile will result in getting a risk score
- Based on the risk score, one of the already created portfolios for different risk score ranges will be assigned to the client
- A typical portfolio will have both public and private entities
- For example, a client of age 30, married with a kid, and making \$60,000 will have a risk score of 54 out of 100
- As of now, this client will have 75% in public and 25% in private investments
- The client has the option to not participate in private investments
- If the client accepts the private investments as part of the portfolio, then the 25% of investment will be handled by our sister company SmartMoney Ventures, LLC, which is a venture capital firm investing in startup companies
- When we present the public and the private investments, they can see the asset classes in each
- For example, the public part will have ETF, Bonds, Short-term, REIT and Gold
- Each asset within each asset class will have risk profile applied like the overall portfolio
- Once the client accepts the portfolio combination *with* or *without* the private investment part, our platform presents them with the power of attorney
- Once the client accepts it, he/she can start investing
- Moving forward, every dollar that the client invests will go into different assets proportionally

The clients cannot put any restrictions on the kind of securities, and we do not offer individual stocks at this release of the product.

Our firm does not participate in any wrap fee accounts.

As of 07/2017, our firm has approximately \$0 MM in assets under management on a discretionary/non-discretionary basis.

## Item 5 Fees and Compensation

Our fees consist of the following:

Fee Schedule				
Monthly Service Fee	Investment monthly amount	Fee	Billing Period	Payment method
	< \$50	\$0.00	In arrears on monthly basis	Billed separately
	\$50 - \$75	\$0.10		
	\$75 - \$100	\$0.20		
	\$100 - \$150	\$0.30		
	\$150 - \$200	\$0.40		
	\$200 - \$250	\$0.50		
	\$250 - \$500	\$0.60		
	\$500 - \$1000	\$0.70		
	\$1,000 - \$2,000	\$0.80		
	\$2,000 - \$5,000	\$0.90		
	>=\$5,000	\$1.00		
Annual maintenance fee of the entire portfolio	Any amount	0.25%/year of AUM	In arrears on monthly basis	Billed separately

There will not be any custodian fee but fund expenses charged by ETF sponsors will be paid by the clients. No brokerage fee or any other transaction cost. Similarly if the any other asset has expenses from the respective fund sponsors, it will be made known to the clients when we present the portfolio.

When the client wants to withdraw the fund, there will be financial services fee from the custodian and no fee from us, which will be posted on the web site. All our fees are post-paid. If the advisory contract is terminated before the end of the billing, there will not be any fee.

Our investment advisers do not accept any fee from anyone. As our machine algorithm matches the already created portfolio based on the client's risk profile, we do not anticipate any conflict of interest.

Our portfolios will not have mutual funds as an asset class in the current release.

After the risk profile is created for a client, the client can get the details of the portfolio with each asset class information and how the fund will be distributed. The client can use this info and buy the products from other agents.

We do not collect 50% of your revenue from advisory clients results from commissions and other compensation for the sale of investment products you recommend to your clients.

We do not charge advisory fees in addition to commissions or markups, disclose whether you reduce your advisory fees to offset the commissions or markups.

## Item 6 Performance-Based Fees and Side-By-Side Management

Fee Schedule				
	Amount allowed	Fee	When charged	How
Performance fee only on the <b>private equity asset class</b> of the portfolio, which will be from 0% to 40% of the portfolio depends on the client's risk score and the client's interest. It is being handled by SmartMoney Ventures, LLC a portal intermediary under Title III of JOBS Act	<ul style="list-style-type: none"> <li>Investors making &lt;\$100,000 per year can invest the greater of \$2,000 or 5% of annual income</li> <li>Investors making &gt;\$100,000 per year can invest up to 10% of their annual income</li> <li>No restriction for accredited investors</li> </ul>	15% of the performance	At the time of redemption	Deducted from the returning money
Performance fee on the <b>public asset classes</b> is only for the accredited investors, who need a personalized portfolio management	No restriction for accredited investors	15% of the performance	At the time of redemption	Deducted from the returning money

Our firm does not accept performance based fees for publically traded entities including ETF, Bonds etc. for other investors who are not accredited

### **Performance Fees will only be charged to Qualified clients (Rule 205-3)**

- (i) investor has at least \$1 million of assets under management with the investment adviser, or
- (ii) a household net worth of at least \$2.1 million.

## **Item 7    Types of Clients**

SMARTMONEY.CO, LLC provides advisory services to the following types of clients

- Individuals (including high net worth individuals)
- High Net Worth Individuals

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

We use all or a combination of one or more methods of analysis from Charting Analysis, Technical Analysis, Cyclical Analysis and Long Term Purchases. As our portfolio will not have individual company stocks, we do not do Fundamental Analysis on them. DISCLOSURE: Investing in securities does involve risk of loss that clients should be prepared to bear.

Here is the procedure to reach that point:

- After creating a profile for a client, by using KYC steps, we create a risk profile
- The risk profile will result in getting a risk score
- Based on the risk score, one of the already created portfolios for different risk score ranges will be assigned to the client
- A typical portfolio will have both public and private entities
- For example, a client of age 30, married with a kid, and making \$60,000 will have a risk score of 54 out of 100
- As of now, this client will have 75% in public and 25% in private investments
- The client has the option to not participate in private investments
- When we present the public and the private investments, they can see the asset classes in each
- For example, the public part will have ETF, Bonds, Short-term, REIT and Gold
- Each asset within each asset class will have risk profile applied like the overall portfolio
- Once the client accepts the portfolio combination with or without the private investment part, our platform presents them with the power of attorney
- Once the client accepts it, he/she can start investing
- Moving forward, every dollar that the client invests will go into different assets proportionally

Since we do not provide advice on the individual companies, our analysis will be based on the broader spectrum of groups of companies that match our portfolio and asset classes like Hi-Tech, Real Estate, etc. We expect to have all the investments as long term investments.

Our portfolio will have ETF, Bonds, Short-term like CDs, REIT and Gold. These asset classes will have less volatility than individual company stocks. We also rebalance them based on the expected return. With all our

conservative approach, some sectors may face higher risk because of the events around the world that we can not anticipate.

## Item 9 Disciplinary Information

We do NOT have any legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

We do NOT have any administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which your firm or a management person

We do NOT have any self-regulatory organization (SRO) proceedings in which your firm or a management person 1. was found to have caused an investment-related business to lose its authorization to do business; or 2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

## Item 10 Other Financial Industry Activities and Affiliations

We do NOT have any management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

As of now, we do not foresee any conflict of interest the way that our business model has been setup. As new opportunities arise, we will continuously evaluate our processes for any conflicts of interest. We will update the clients how we are planning to address the new conflicts of interest.

In the current advisory model, we do not have any plans for other investment advisers.

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

SMARTMONEY.CO, LLC has adopted a Code of Ethics, the full text of which is available to clients upon request. The firm has several goals in adopting this Code.

As per our platform, our advisers do not recommend any securities directly to a client as the platform handles the assignment of the securities based on the individual client's risk profile. If there is going to be a conflict of interest in the future, we will let the client know about it and we will let the client opt-out of using that particular security.

Again, the portfolio with different asset classes will be assigned to a client by our platform based on the client's risk profile and the risk score. Any new security assignment will solely happen only based on the risk criteria and not whether our company or a related person invests in a security. If there is going to be a conflict of interest in the future, we will let the client know about it and we will let the client opt-out of using that particular security.



Our platform does not allow our advisers to buy or sell securities for individual client. The client will know upfront how his/her investment money will be distributed in what assets. We neither allow them to choose the assets nor our investment advisers buy or sell securities for a client. All our transactions are based on the client's risk profile. If there is going to be a conflict of interest in the future, we will let the client know about it and we will let the client opt-out of using that particular security.

## Item 12 Brokerage Practices

Describe the factors that you consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Research and Other Soft Dollar Benefits. If you receive research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions ("soft dollar benefits"), disclose your practices and discuss the conflicts of interest they create.

**We do not receive the soft dollar benefits.**

Explain that when you use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, you receive a benefit because you do not have to produce or pay for the research, products or services.

**We do not receive brokerage commissions.**

Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving the research or other products or services, rather than on your clients' interest in receiving most favorable execution.

**Since there is no commission that the client pays, it is not applicable.**

If you may cause clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up), disclose this fact.

**The clients do not pay commissions.**

Disclose whether you use soft dollar benefits to service all of your clients' accounts or only those that paid for the benefits. Disclose whether you seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

**We do not receive soft dollar benefits.**

Describe the types of products and services you or any of your related persons acquired with client brokerage commissions (or markups or markdowns) within your last fiscal year.

**None**

Brokerage for Client Referrals.

If you consider, in selecting or recommending broker-dealers, whether you or a related person receives client referrals from a broker-dealer or third party, disclose this practice and discuss the conflicts of interest it creates.

Disclose that you may have an incentive to select or recommend a broker-dealer based on your interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution.

**Our broker-dealer does not refer clients to us.**

Explain the procedures you used during your last fiscal year to direct client transactions to a particular broker-dealer in return for client referrals.

**We did not receive any client referrals.**

Directed Brokerage.

If you routinely recommend, request or require that a client direct you to execute transactions through a specified broker-dealer, describe your practice or policy. Explain that not all advisers require their clients to direct brokerage. If you and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, describe the relationship and discuss the conflicts of interest it presents. Explain that by directing brokerage you may be unable to achieve most favorable execution of client transactions, and that this practice may cost clients more money.

**Not applicable since the clients do not pay the commissions.**

If you permit a client to direct brokerage, describe your practice. If applicable, explain that you may be unable to achieve most favorable execution of client transactions. Explain that directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because you may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

**Not applicable since the clients do not pay the commissions.**

Discuss whether and under what conditions you aggregate the purchase or sale of securities for various client accounts. If you do not aggregate orders when you have the opportunity to do so, explain your practice and describe the costs to clients of not aggregating.

**Not applicable since the client do not pay the commissions.**

**Our broker-dealer and custodian will be Apex Clearing Corporation.**

## Item 13    Review of Accounts

The firm's investment advisers will conduct reviews of performance in client's accounts. The clients will get notifications through their web/mobile apps or one-on-one call to discuss depends on the kind of account. Frequency of reviews: daily. The clients can review their account 24X7 on their mobile app, and in the future on the web.

## Item 14 Client Referrals and Other Compensation

We do not allow others give any investment advisory services to our clients and we do not have economic scheme in place. We do not have any compensation scheme for client referrals.

## Item 15 Custody

SMARTMONEY.CO, LLC does not have custody of client accounts. The clients can check their accounts 24X7 on their mobile app, and on the web in the future.

## Item 16 Investment Discretion

Our firm accepts discretionary authority for our client accounts.

## Item 17 Voting Client Securities

SMARTMONEY.CO, LLC does not vote proxies for its client accounts. There are no conflicts of interest to report at this time. SMARTMONEY.CO, LLC does not vote proxies for its client accounts.

## Item 18 Financial Information

We do not require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. As an advisory firm, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. SMARTMONEY.CO, LLC has no additional financial circumstances to report.

SMARTMONEY.CO, LLC has not been the subject of a bankruptcy petition at any time during the past ten years.

