

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

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**FORM ADV PART 2
BROCHURE**

This brochure provides information about the qualifications and business practices of Third Seven Advisors, LLC ("TSA"). If you have any questions about the contents of this brochure, please contact us at (347) 882-9126. 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. Additional information about TSA, including any disciplinary history, is also available on the SEC's website at www.adviserinfo.sec.gov.

TSA is an SEC Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

The following material changes have been made to the Firm Brochure since the last amendment, August 1, 2018:

Item 1: Language indicating Third Seven Advisors, LLC registration with the SEC.

Item 4: Update of Assets Under Management.

Item 5: Fees and Compensation: 1% to 0% - 2.5% negotiable range.

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Item 4 Advisory Business

TSA is a wholly owned subsidiary of Third Seven Group, LLC (“TSG”).

TSA was established on September 16, 2016

TSA provides investment advisory services to clients, manages investment advisory accounts not involving investment supervisory services, furnishes investment advice through consultations not included in either service described previously. TSA offers advice on the following types of investments: equities, warrants, corporate bonds, U.S. Government securities, commercial paper, CD’s, municipal securities, mutual funds, options and limited partnerships. In the area of equities, long-term capital appreciation is TSA’s primary focus, with a secondary in dividend income. This is accomplished by purchasing quality companies at reasonable prices and, in most cases, holding the position(s) with a long-term perspective. In assessing a “quality” equity, TSA means those companies that have strong market niches that would be evidenced by the control of market share, low cost production, recognizable branding or franchising coupled with significant barriers to entry into the market by other potential competitors - or, companies that can reasonably expect to achieve these characteristics over a short to medium time period of 24 to 36 months. TSA also targets companies with strong balance sheets, good cash flow and a track record of generating net income. Finally, TSA remains diversified not only in the number of companies in the portfolio, but in the industries in which TSA invests on behalf of its clients. Exceptions may be made to the above investment criteria with the approval of senior management. Asset management will be based on the individual client’s investment objective. Clients may impose restrictions on investing in certain securities or types of securities.

TSA, on occasion, will provide financial planning services to businesses and high net worth individuals on an hourly basis (\$250 per hour). TSA will review the client’s current holding and will provide an investment analysis on current holdings or the state of the business. This activity will represent less than 5% of the firm’s business.

TSA participates in a referral program with Morgan Stanley whereby TSA receives a fee for referring clients or prospects to Morgan Stanley’s advisory programs.

TSA Assets Under Management as of December 3, 2018:

	<u>U.S. Dollar Amount</u>	<u>Total Number of Accounts</u>
Discretionary:	\$118,972,389	406
Non-discretionary:	\$0	0

Item 5 Fees and Compensation

TSA will provide investment advisory services to the client on an annual fee basis. The terms of which are described below are for discretionary accounts.

<u>Account/ Client Assets</u>	<u>Discretionary Investment Services Account Fee</u>
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All account sizes	0.00% - 2.50%
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Fees are deducted from your custodial account. Upon your request, TSA will bill you directly for fees incurred. Fees will either be paid in advance or in arrears, either monthly or quarterly, based on the terms of your advisory agreement. Such fees will be calculated as a percentage of the agreed upon annual rate multiplied by the market value of the account at the end of each billing period.

Customers will also have brokerage commissions and/or fees depending on the broker/dealer.

The investment advisory agreement may be terminated at any time upon written notification by you or TSA. If terminated, all investment advisory fees paid in advance will be prorated to the date of termination and any unearned portion of the fee will be returned to you. Advisory fees paid in arrears will be billed at account closing on a prorated basis. Termination of this agreement shall not affect the consummation of any transaction(s) which were initiated prior to termination unless it is feasible to do so. TSA does not accept performance-based fees.

Financial planning services will be provided on an hourly basis with a charge of \$250 per hour.

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

TSA does not accept performance-based fees.

Item 7 Types of *Clients*

TSA generally provides investment advice to retail clients, high net worth individuals, and corporations or business entities, other than those listed previously.

There are no minimum account size requirements for opening or maintaining an account.

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

TSA uses fundamental and technical methods of analysis in formulating investment advice. TSA believes that risk tolerance is a critical element in creating model portfolios. Our specific investment management services are based on each individual client's ability to handle risk, individual financial goals and overall time horizon. Risk allocation strategies are provided across three categories: capital appreciation, balanced and income. The greatest risk of an investment program is that you could lose money. Past performance does not insure future results, and there is no assurance that TSA will achieve client objectives. Investing in securities involves risk of loss that clients should be prepared to bear.

Technical analysis has risks as sometimes trends tend to deviate causing results to vary. Fundamental analysis has its risks in that assumptions on which the analysis is based does not actually occur causing projections and results to deviate.

TSA takes a long-term approach to investing and will not use margin to purchase securities.

TSA primarily invests in large and mid-cap equities and mutual funds. As with all securities and mutual funds, there is a risk involving a loss of principal and tax consequences such as when there is a capital distribution by a mutual fund or a dividend by a large cap equity. The performance of the underlying company and anticipated future results drive the stock price of each equity.

Past performance is no guarantee of future results. Investing in stocks and mutual funds is risky and you could lose the entire principal amount invested. There is no insurance of guarantees against loss. Factors such as interest rate risk, market risk and business risk could affect performance. These products are NOT FDIC insured.

Item 9 Disciplinary Information

Neither TSA nor any affiliates have had any legal or disciplinary action against them.

TSA is not the subject of any pending criminal proceedings that involve an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses.

TSA has never been found to be involved in a violation of an investment-related statute or regulation; or was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, TSA or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.

TSA has never had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which TSA or a management person was found to have caused an investment-related business to lose its authorization to do business.

TSA was never found to be involved in a violation of an investment-related statute or regulation and was never the subject of an order by the agency or authority. TSA has never been subjected to any of the following:

- (a) denying, suspending, or revoking the authorization of TSA or a management person to act in an investment-related business;
- (b) barring or suspending TSA's or a management person's association with an investment-related business;
- (c) otherwise significantly limiting your TSA's or a management person's investment-related activities; or
- (d) imposing a civil money penalty of more than \$2,500 on TSA or a management person.

TSA was never involved in a self-regulatory organization (SRO) proceeding in which TSA 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

The parent company of TSA is Third Seven Group, LLC.

Neither TSA nor any of its management persons are registered, or have an application pending to register, as futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Third Seven Capital, LLC ("TSC") is a FINRA registered broker-dealer and an affiliate of TSA. TSA does not execute orders on behalf of its advisory clients through TSC. However, some Investment Adviser Representatives of TSA are also Registered Representatives of TSC.

Orders for the execution of transactions for the account will be placed by TSA with broker-dealers that are selected by TSA. Accordingly, TSA's selection of a broker or dealer for transactions for the account may take into account, among others, such relevant factors as price; the broker's or dealer's facilities, reliability and financial responsibility; when relevant, the ability of the broker to effect securities transactions, particularly with regard to such aspects as order size and execution of the order; the broker's or dealer's recordkeeping capabilities; and the research or other services provided by such broker or dealer to TSA that are expected to enhance TSA's general portfolio management capabilities (i.e. efficient trading capabilities including efforts to obtain best execution).

In addition, the applicant is authorized to pay commissions to the brokers that are higher than might be charged by another qualified broker to obtain brokerage and/or research services. TSA has discretionary authority to select certain broker/dealers who may charge commissions in excess of the lowest available commissions in recognition of the value of research products or services provided by the broker-dealer. The products or services arranged or provided by the broker-dealer in return for directing brokerage commissions to the broker-dealer may be used in making investment decisions for the clients' accounts but may or may not be used in connection with accounts that have paid commissions to the broker providing the service. Commission rates, being a component of price, are one factor considered together with other factors. TSA will not be obligated to seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction for the client's account or to select any broker-dealer on the basis of its purported posted commission rate.

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

The foundation of the code of ethics consists of basic standards of conduct including, but not limited to, the avoidance of conflicts of personal interests and interest of TSA or its clients. To this end, directors, officers and employees of TSA should understand and adhere to the following ethical standards:

1. Place the interests of TSA's clients first
2. Insure that all personal securities transactions be conducted in a manner to avoid any actual or potential conflict of interest
3. All employees should understand the requirements of the code of ethics

A copy of TSA's code of ethics is available to any client or prospective client upon request.

Neither TSA nor any related person buys or sells any securities in which TSA or any related person has a material financial interest.

TSG, TSA and its employees, from time to time, invest in securities that the company recommends. In order to avoid any conflicts of interests, the client is notified that such situations may occur from time to time.

On any given day, no employee will trade ahead or get a more favorable price than a client of TSA.

Research and other Soft Dollar Benefits

TSA does not currently have any soft dollar arrangements. TSA would ensure that any soft dollar arrangements are fully disclosed to the client prior to engaging in these types of securities transactions. In addition, the designated supervisor would periodically review transactions and soft dollar compensation arrangements to ensure fairness and reasonableness to clients.

Brokerage for Client Referrals

TSA has a referral agreement with Morgan Stanley. TSA does not select or recommend a broker-dealer based on TSA's interest in receiving client referrals, rather than on your clients' interest in receiving most favorable execution.

Directed Brokerage

Not all advisers require their clients to direct brokerage. In the event that a client requests to direct brokerage, the client understands that TSA may not be able to achieve the most favorable execution of client transactions. Direct brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because TSA may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

Orders for the execution of transactions for the account will be placed by TSA with broker/dealers that are selected by TSA. Accordingly, TSA's selection of a broker or dealer for transactions for the account may take into account, among others, such relevant factors as price; the broker's or dealer's facilities, reliability and financial responsibility; when relevant, the ability of the broker to effect securities transactions, particularly with regard to such aspects as order size and execution of the order; the broker's or dealer's recordkeeping capabilities; and the research or other services provided by such broker or dealer to TSA that are expected to enhance TSA's general portfolio management capabilities (i.e. efficient trading capabilities including efforts to obtain best execution).

In addition, TSA is authorized to pay commissions to the brokers that are higher than might be charged by another qualified broker to obtain brokerage and/or research services. TSA has discretionary authority to select certain broker/dealers which may charge commissions in excess of the lowest available commissions in recognition of the value of research products or services provided by the broker-dealer. The products or services arranged or provided by the broker-dealer in return for directing brokerage commissions to the broker-dealer may be used in making investment decisions for the clients' accounts but may or may not be used in connection with accounts that have paid commissions to the broker providing the service. Commission rates, being a component of price, are one factor considered together with other factors. TSA will not be obligated to seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction for the client's account or to select any broker-dealer on the basis of its purported posted commission rate.

The factor considered in selecting brokers and determining the reasonableness of their commission is primarily efforts at best execution at reasonable expense. TSA is a wholly owned division of TSG.

TSA feels that the clients benefit from having block trades of buy or sell orders. Each client receives their pro-rata share of such block trades. No client order will be given preference over another client order.

Item 13 Review of Accounts

TSA Operations, headed by Peter McGlynn, will monitor all accounts on a monthly and/or quarterly basis for all IA clients. This will be done through the firm's portfolio monitoring system. The custodian will send to you, at least quarterly, a statement including all amounts dispersed from the account (including the amount of any fee paid pursuant to client's authorization to TSA), all transactions occurring in the account during the period covered by the statement, and the funds, securities, and other property in the account at the end of the period. Custodian will send copies of such statements to TSA with an indication that the statements have been sent to you. Clients should compare the account statements they receive from the custodian with those they receive from TSA.

Item 14 *Client Referrals and Other Compensation*

TSA participates in a referral program with Morgan Stanley whereby TSA receives a fee for referring clients or prospects to Morgan Stanley's advisory programs.

Item 15 *Custody*

TSA will at no time have custody or physical control of the cash and assets in the client's account, nor will TSA be liable for any act or omission of the custodian. The custodian will provide TSA with such periodic reports concerning the status of the account as TSA may reasonably request. The custodian will send to client, at least quarterly, a statement including all amounts dispersed from the account (including the amount of any fee paid pursuant to client's authorization to TSA), all transactions occurring in the account during the period covered by the statement, and the funds, securities, and other property in the account at the end of the period. Custodian will send copies of such statements to TSA with an indication that the statements have been sent to client. Clients should compare the account statements they receive from the custodian with those they receive from TSA. TSA sends copies of its invoice to the custodian and/or trustee and the client on a quarterly basis. Each client gives TSA authorization to automatically deduct these fees on a quarterly basis.

Item 16 Investment Discretion

Certain accounts of the applicant will be managed on a discretionary basis. All discretionary agreements will be signed. Advisor will only have investment decision authority and no power of attorney on these accounts. Clients who wish to put limitations on the discretionary authority may request and do so by instructing TSA.

Item 17 Voting *Client* Securities

TSA will vote proxies for Securities held in the Account in accordance with TSA's policies regarding proxy voting. Upon request, TSA will provide to Client a copy of the firm's current proxy voting policy. TSA is authorized and directed to instruct the custodian to forward promptly to TSA copies of all proxies and shareholder communications relating to Securities held in the Account (other than materials relating to certain legal proceedings). Client agrees that TSA will not be responsible or liable for failing to vote any proxies where it has not received such proxies or related shareholder communications on a timely basis. Upon request, TSA will disclose to Client how TSA voted on matters relating to Securities held in the Account. Client represents that proxy voting authority is not reserved to any other person.

Any TSA client that has a question about the voting of proxies can reach TSA by calling (212) 537-7299.

Item 18 Financial Information

TSA does not require fees to be paid six months or more in advance.

Although TSA has discretionary authority of client funds, there are no financial conditions that would impair TSA's ability to meet contractual commitments to clients.

TSA has never been the subject of a bankruptcy petition at any time.