

Part 2A of Form ADV: Firm Brochure

Form ADV, Part 2A, Item 1

Cover Page

SUNPOINTE, LLC

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April 6, 2020

**FORM ADV PART 2
FIRM BROCHURE**

This brochure provides information about the qualifications and business practices of Sunpointe, LLC. If you have any questions about the contents of this brochure, please contact us at (314) 880-0821. 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 Sunpointe, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Sunpointe, LLC is 282505.

Sunpointe, LLC is a 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.

Material Changes

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure. Each year, we will ensure that you receive a summary of any material changes to this and subsequent brochures by April 30th. We will further provide you with our most recent brochure at any time at your request, without charge. You may request a brochure by contacting us at (314) 880-0821.

The following changes have been made since our last update filed on March 2, 2020:

- Registration with the U.S. Securities and Exchange Commission was submitted on 3/3/2020.
- Sunpointe, LLC was registered with the U.S. Securities and Exchange Commission on 4/1/2020.

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Advisory Business

Sunpointe, LLC (may be referred to hereinafter to as "Sunpointe") is a Registered Investment Adviser based in St. Louis, Missouri, and incorporated under the laws of the U.S Securities and Exchange Commission. Founded in 2016, Sunpointe, LLC provides investment advisory services which may include, but are not limited to, the review of client investment objectives and goals, recommending asset allocation strategies of managed assets among investment products such as cash, stocks, mutual funds and bonds, annuities, and/or preparing written investment strategies. Investment advice is tailored to meet clients' needs and investment objectives. Sunpointe provides financial planning and consulting services including, but not limited to, risk assessment, investment research and advice. As a part of the financial planning and consulting services, Sunpointe may also perform due diligence and make recommendations for third party money managers. For all asset management services, Sunpointe manages the assets and does not make recommendations for third party money managers. Prior to introducing any clients to another investment advisor, Sunpointe will be responsible for determining if they are properly licensed, notice filed or exempt from registration with the Department.

Sunpointe, LLC provides asset management and financial planning/consulting services through its Investment Advisory Representatives ("IAR") to agreed-upon services with Sunpointe, LLC. We provide advisory services to high net worth individuals.

Sunpointe, LLC is 90% owned by Michael Pompian. Sunpointe, LLC is registered with the U.S. Securities and Exchange Commission ("SEC") and is subject to its rules and regulations.

Sunpointe provides clients with asset management and financial planning/consulting services, and clients are hereby advised that lower fees for comparable services may be available from other sources.

Sunpointe, LLC provides asset management and financial planning/consulting services, and manages portfolios through its custodial relationships with Charles Schwab & Co., Inc. ("Schwab") and Bank of New York Mellon ("BNY Mellon"). Some clients may grant Sunpointe, LLC access to their accounts to conduct discretionary or non-discretionary trading. Additionally, in providing financial planning and consulting services, Sunpointe may assist some of its clients in determining the suitability of certain types of investments. The IAR will not be compensated based on what type of products are discussed or recommended, but through a percentage of assets under management or advisement. Services provided to clients as a part of financial planning services may include the following:

- Performing due diligence
- Recommending strategic asset and style allocations
- Providing research on investment product options, as needed
- Assessing client suitability/risk

Sunpointe, LLC provides services that include “Assets Under Advisement” as well as “Assets Under Management”. Assets Under Advisement are assets that Sunpointe provides advice or consultation for as well as monitors, but for which we only make recommendations and we do not have discretionary authority nor effectuate transactions. The amount of Sunpointe, LLC’s Assets Under Advisement, as of December 31, 2019, was \$2,460,462,290.

Assets Under Management, under the SEC’s regulatory definition, are securities portfolios for which we provide continuous and regular supervisory or management services. Sunpointe, LLC will provide either discretionary or non-discretionary services for these types of accounts. (Please refer to Item 16 “Investment Discretion” for more detailed information on discretionary authority and services).

As of December 31, 2019, the firm has the following Assets Under Management:

Discretionary Assets Under Management: \$48,705,244
 Non-Discretionary Assets Under Management: \$61,716,535
 Total Assets Under Management: \$110,421,778

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Fees and Compensation

The following types of fees will be assessed:

Asset Management – Asset management services are provided on a discretionary or non-discretionary basis, and charged based on the amount of assets under management.

Total Account Value	Maximum Annual Advisory Fee
Under \$3,000,000	1.00%
\$3,000,001 or more	Negotiable

Financial Planning and Consulting – Financial planning and consulting services are charged as a percentage of assets under advisement according to the fee schedule below:

Total Account Value	Maximum Annual Advisory Fee
Under \$3,000,000	1.00%
\$3,000,001 or more	Negotiable

All advisory fees are billed quarterly in advance. Financial planning and consulting, or asset management, may also be charged at a fixed negotiated rate, as agreed upon between the Client and Sunpointe, LLC, depending on the scope and complexity of the services provided and amount of assets under management. Fixed fees typically range from \$50,000 to \$200,000

annually and may be negotiated. Fixed fees charged for assets under management will never exceed the fee schedule above.

As authorized in the client agreement, the account custodian withdraws Sunpointe, LLC's advisory fees directly from the clients' accounts according to the custodian's policies, practices, and procedures. The custodial statement includes the amount of any fees paid to Sunpointe, LLC for advisory services. You should carefully review the statement from your custodian/broker-dealer's statement and verify the calculation of fees. Your custodian/broker-dealer does not verify the accuracy of fee calculations. Advisory fees may also be directly billed, and those fees may be paid to Sunpointe by check, credit card, or wire.

If the relationship is terminated by either party, the client will receive a prorated refund of unearned fees. When a copy of the Brochure Document(s) is not provided to the client at least 48 hours prior to signing the contract(s), Client has five business days in which to cancel the contract, without penalty. Thereafter, either party may terminate with thirty days' notice provided in writing to the other party. There will never be an instance where \$1200 or more in fees is charged six or more months in advance. Fees are negotiable and vary depending upon the complexity of the client situation and services to be provided. Similar financial planning services may be available elsewhere for a lower cost to the client.

Additional Fees and Expenses

In addition to advisory fees paid to Sunpointe, LLC as explained above, clients may pay custodial service, account maintenance, transaction, and other fees associated with maintaining the account. These fees vary by broker and/or custodian. Clients should ask Sunpointe, LLC for details on transaction fees or other custodial fees specific to their account, as these fees are not included in the annual advisory fee. Sunpointe, LLC does not share any portion of such fees. Additionally, for any mutual funds purchased, the client may pay their proportionate share of the funds' distribution, internal management, investment advisory and administrative fees. Such fees are not shared with Sunpointe, LLC and are compensation to the fund manager. Clients are urged to read the mutual fund prospectus prior to investing.

Mutual fund companies impose internal fees and expenses on clients. These fees are in addition to the costs associated with the investment advisory services as described above. Complete details of such internal expenses are specified and disclosed in each mutual fund company's prospectus. Clients are strongly advised to review the prospectus(es) prior to investing in such securities.

Mutual funds purchased or sold in broker-dealer accounts may generate transaction fees that would not exist if the purchase or sale were made directly with the mutual fund company. Mutual funds held in broker-dealer accounts also charge management fees. These mutual fund management fees may be more or less than the mutual fund management fees charged if the client held the mutual fund directly with the mutual fund company.

Clients may purchase shares of mutual funds directly from the mutual fund issuer, its principal underwriter, or a distributor without purchasing the services of Sunpointe, LLC or paying the advisory fee on such shares (but subject to any applicable sales charges). Certain mutual funds are offered to the public without a sales charge. In the case of mutual funds offered with a sales

charge, the prevailing sales charge (as described in the mutual fund prospectus) may be more or less than the applicable advisory fee. However, clients would not receive Sunpointe, LLC's assistance in developing an investment strategy, selecting securities, monitoring performance of the account, and making changes as necessary.

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Performance-Based Fees and Side-By-Side Management

Sunpointe does not charge performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or appreciation of the assets of a client. Our fees are calculated as described in Fees and Compensation section above, and are not charged on the basis of performance of your advisory account.

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Types of Clients

Sunpointe offers investment advisory services to high net worth individuals. In general, a minimum of \$10,000,000 is required to begin an advisory relationship. At our discretion, we may waive the minimum requirement. For example, we may waive the minimum if you appear to have significant potential for additional services, or if there are services provided to multiple members of a family, for example in estate planning.

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Methods of Analysis, Investment Strategies, and Risk of Loss

Sunpointe's methods of analysis and investment strategies incorporate the client's needs and investment objectives, time horizon, and risk tolerance. Sunpointe is not bound to a specific investment strategy for the recommendation of investments, but rather considers the risk tolerance levels pre-determined gathered at the account opening, as well as on an on-going basis. Examples of methodologies that our recommended investment strategies may incorporate include:

Asset Allocation – Asset Allocation is a broad term used to define the process of selecting a mix of asset classes and the efficient allocation of capital to those assets by matching rates of return to a specified and quantifiable tolerance for risk.

Dollar-Cost Averaging – Dollar-cost averaging is the technique of buying a fixed dollar amount of securities at regularly scheduled intervals, regardless of the price per share. This will gradually, over time, decrease the average share price of the security. Dollar-cost averaging lessens the risk of investing a large amount in a single investment at the wrong time.

Alternative asset investments (including investments in private investment funds) involve a significant degree of risk and are suitable only for clients of substantial means who have no immediate need for liquidity of the amount invested and who can afford a risk of loss of all or a substantial part of such investment. Identifying attractive private market investment opportunities and the right investment sponsors is difficult and involves a high degree of uncertainty. Clients will be competing for investment opportunities with other potential investors, some of which may have greater access to investment opportunities, ability to complete investments, resources and/or different return criteria, any of which may afford them a competitive advantage. There can be no assurance that Sunpointe will be able to identify, or that Sunpointe or clients will be able to complete, investments that will satisfy rate of return objectives or that will be able to fully invest a client's targeted capital commitment. There is no assurance that such investments will be profitable and there is a substantial risk that associated losses and expenses will exceed income and gains.

Private market investments require a commitment by clients for an extended period of time to contribute substantial amounts of capital, if and when called and often on short notice. Clients who are unwilling or unable to comply with their capital contribution obligations risk forfeiture of a portion, and possibly all, of their investments. Furthermore, clients will generally not be permitted to transfer their interests in such investments without the consent of the sponsors, which generally may be granted or withheld in the sponsor's sole discretion, and upon satisfaction of certain other conditions, including compliance with applicable federal, state and non-U.S. securities laws.

There generally will be little or no publicly available information regarding private market investments, their sponsors or their prospects. Many investment recommendations and/or investment decisions made by Sunpointe will be based on information from non-public sources, and Sunpointe often will be required to make investment recommendations and/or investment decisions without complete information or in reliance upon information provided by investment sponsors and other third parties that is impossible or impracticable to verify.

Investing in securities involves risk of loss that clients should be prepared to bear. Although we manage your portfolio with strategies and in a manner consistent with your risk tolerances, there can be no guarantee that our efforts will be successful. You should be prepared to bear the risk of loss.

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. These risks include market risk, interest rate risk, issuer risk, and general economic risk. Regardless of the methods of analysis or strategies suggested for your particular investment goals, you should carefully consider these risks, as they all bear risks.

Below are some more specific risks of investing:

Market Risk. The prices of securities in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by the client or an underlying fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have

a long-term perspective and be able to tolerate potentially sharp declines in market value.

Management Risk. Sunpointe's investment approach may fail to produce the intended results. If our perception of the performance of a specific asset class or underlying fund is not realized in the expected time frame, the overall performance of client's portfolio may suffer.

Equity Risk. Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.

Fixed Income Risk. The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.

Municipal Securities Risk. The value of municipal obligations can fluctuate over time, and may be affected by adverse political, legislative and tax changes, as well as by financial developments that affect the municipal issuers. Because many municipal obligations are issued to finance similar projects by municipalities (e.g., housing, healthcare, water and sewer projects, etc.), conditions in the sector related to the project can affect the overall municipal market. Payment of municipal obligations may depend on an issuer's general unrestricted revenues, revenue generated by a specific project, the operator of the project, or government appropriation or aid. There is a greater risk if investors can look only to the revenue generated by the project. In addition, municipal bonds generally are traded in the "over-the-counter" market among dealers and other large institutional investors. From time to time, liquidity in the municipal bond market (the ability to buy and sell bonds readily) may be reduced in response to overall economic conditions and credit tightening.

Investment Companies Risk. When a client invests in open end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Sunpointe has no control over the risks taken by the underlying funds.

Disciplinary Information

A criminal or civil action in a domestic foreign or military court of competent jurisdiction.

We do not have anything to report for this item.

An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

We do not have anything to report for this item.

A self-regulatory organization proceeding.

We do not have anything to report for this item.

Other Financial Industry Activities and Affiliations

None of the IARs of Sunpointe, LLC are currently registered with any broker dealer and do not have any other business activities.

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

Sunpointe's Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect client interests at all times and to demonstrate our commitment to fiduciary duties of honesty, good faith, and fair dealing. All of Sunpointe's Associated Persons are expected to strictly adhere to these guidelines and must sign an annual attestation to this fact. Persons associated with Sunpointe may buy or sell securities for itself that we also recommend to clients. In addition, employees may buy or sell the same securities for their personal and family accounts that are recommended to you.

Sunpointe allows our employees to purchase or sell the same securities that may be recommended to and purchased on behalf of Clients. Owning the same securities, we recommend (purchase or sell) to you presents a potential conflict of interest that, as fiduciaries, we must disclose to you and mitigate through policies and procedures. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures. We have also adopted written policies and procedures to detect the misuse of material, non-public information. We may have an interest or position in certain securities, which may also be recommended to you.

At no time, will Sunpointe or any associated person of Sunpointe, transact in any security to the detriment of any Client.

Sunpointe's Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting Angela Pompian at (314) 880-0821.

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Brokerage Practices

In order for Sunpointe, LLC to provide asset management services, we request you utilize the brokerage and custodial services of Schwab or BNY Mellon, for which we have an existing relationship. In considering which independent qualified custodian will be the best fit for Sunpointe, LLC's business model, we evaluate the following factors, which is not an all-inclusive list:

- Financial strength
- Reputation
- Reporting capabilities
- Execution capabilities
- Pricing
- Types and quality of research

While you are free to choose any broker-dealer or other service provider, we recommend that you establish an account with a brokerage firm with which we have an existing relationship. Such relationships may include benefits provided to our firm, including, but not limited to research, market information, and administrative services that help our firm manage your account(s). We believe that recommended broker-dealers provide quality execution services for our clients at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the brokerage services provided by the recommended broker-dealers, including the value of research provided, the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. You may direct us in writing to use a particular broker-dealer to execute some or all of the transactions for your account. If you do so, you are responsible for negotiating the terms and arrangements for the account with that broker-dealer. We may not be able to negotiate commissions, obtain volume discounts, or ensure best execution. In addition, under these circumstances a difference in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer and other clients who do not direct us to use a particular broker or dealer.

Sunpointe, LLC does not have any soft dollar arrangements.

Sunpointe, LLC does not receive client referrals from broker dealers in exchange for cash or other compensation, such as brokerage services or research.

Sunpointe, LLC may combine multiple orders for shares of the same securities purchased for advisory accounts we manage, including our personal accounts, by placing concurrent orders to be executed as a single "block" in order to facilitate orderly and efficient execution. Each client account will be charged or credited with the average price per unit. We receive no additional compensation or remuneration of any kind because we aggregate client transactions, and no client is favored over any other client.

Review of Accounts

Asset management accounts and financial plans are reviewed at least quarterly by the Chief Investment Officer of the firm, Michael Pompian. Financial plans are provided in a hard-copy and/or electronic format, and any necessary updates will be provided in writing. IARs may meet with clients as frequently as is agreed or as requested by the client or IAR, but will meet with the clients at least annually.

Client Referrals and Other Compensation

Sunpointe does not compensate any individual or firm for client referrals.

Custody

Any investment advisor having custody or access to customer funds or securities must comply with certain rules and regulations designed to protect the clients' assets. Rule 206(4)-2 of the Investment Advisers Act of 1940 details strict requirements governing investment advisors that have "custody" over client securities or funds. Sunpointe meets the definition of having custody due to the following circumstances:

- Sunpointe directly debits fees from client accounts
- Sunpointe's employees may act as trustee for client accounts

Sunpointe, LLC does not have physical custody of any client funds and/or securities. Client funds and securities will be held with a bank, broker dealer, or other independent qualified custodian. You will receive account statements from the independent, qualified custodian holding your funds at least quarterly. The account statement from your custodian will indicate the amount of advisory fees deducted from your account(s) each billing cycle. Clients should carefully review statements received from the custodian. Sunpointe also sends quarterly invoices detailing the manner and amount of advisory fees to all clients. Sunpointe does not send account statements as these are sent by each custodian.

Standing Letters of Authorization

Some clients may execute limited powers of attorney or other standing letters of authorization that permit the firm to transfer money from their account with the client's independent qualified Custodian to third-parties. This authorization to direct the Custodian may be deemed to cause our firm to exercise limited custody over your funds or securities and for regulatory reporting purposes, we are required to keep track of the number of clients and accounts for which we may have this ability. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s)

holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate any transfers that may have taken place within your account(s) each billing period. You should carefully review account statements for accuracy.

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Investment Discretion

Before Sunpointe, LLC can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a limited power of attorney, and/or trading authorization forms. By choosing to do so, you may grant the firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. Clients may impose limitations on discretionary authority for investing in certain securities or types of securities (such as a product type, specific companies, specific sectors, etc.), as well as other limitations as expressed by the client. Limitations on discretionary authority must be provided to the IAR in writing. Please refer to the “Advisory Business” section of this Brochure for more information on our discretionary management services.

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Voting Client Securities

Sunpointe, LLC does not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of common stock or mutual funds, you are responsible for exercising your right to vote as a shareholder.

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Financial Information

Sunpointe, LLC is not required to provide financial information to our clients because we do not require or solicit the prepayment of more than \$1200 six or more months in advance.

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Requirements for State-Registered Advisers

This section is not applicable because the firm is registered with the U.S. Securities and Exchange Commission.