



## Firm Brochure

This brochure provides information about the qualifications and business practices of ARIA Wealth Management, Inc. If you have any questions about the contents of this brochure you are encouraged to contact us by mail, phone, or email:

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Information about us may be also be found on the SEC website, <http://www.adviserinfo.sec.gov> and use the “Investment Adviser Search” tool to search by Investment Adviser Firm. The search may be conducted by Firm name, ARIA Wealth Management, Inc.; Firm IARD/CRD Number 288450, or Firm SEC Number: 801-110703. The SEC website also provides information about affiliated persons who are registered as Investment Adviser Representatives (“IARs”) of ARIA Wealth Management, Inc.

Information on our investment adviser representatives who work on your behalf can be found in our brochure supplement, Part 2B.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. Registration or the use of the term registered investment adviser does not imply a certain level of skill or training.



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**Item 2--Material Changes:**

Since our last filing, the material changes are:

In April of 2019, Mr. Lawrence Pizzella assumed the role of Chief Compliance Officer for ARIA Wealth Management, Inc.



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## **ADV Part 2A Brochure**

### **Item 4--Advisory Business**

ARIA Wealth Management, Inc. (“the Firm” or “we” or the “Adviser”) was formed and has been registered in the State of California in February 2017 and registered with the United States Securities and Exchange Commission since May 2017. We are owned by ARIA Wealth, LLC. There are no other controlling owners.

ARIA Wealth Management, Inc. is an independent, fee-based registered investment advisory firm.

As of December 31, 2019, we managed \$98,855,310.00 in discretionary assets and \$63,200,643.00 in non-discretionary assets. Total Assets Under Management (AUM) is \$162,055,953.00

Our clients include individuals and family groups, trusts and estates, pension and profit sharing plans, corporations, and charitable organizations. We provide the following types of services:

#### **Investment Supervisory Services**

We provide continuous advice to our clients including the investment of client assets based on the individual needs of each client. Discovery of individual client needs begins with a client profile to ascertain income, investment timeframes, debt, tax considerations, and risk tolerance levels. An investment policy statement is developed as a template for asset management.

#### **Third Party Investment Advisory Services**

We also provide individualized client services through the selection of a suitable third-party money manager, or sub-advisor. Factors considered in the selection of a third-party manager include, but may not be limited to, an IAR’s preference for a particular third-party manager, client risk tolerance, investment timeframes, goals, and objectives, as well as investment experience, and the amount of assets available for investment.

All third-party asset managers to whom we refer clients are licensed as investment advisers by their resident states and any applicable jurisdictions or by the Securities and Exchange Commission.

#### **Sub-Advisory Services**

Under separate agreement we will have the authority to allocate and reallocate client assets among various investment managers and will allocate assets to Sub-advisors based on that authority. Sub-advisors are licensed as investment advisers by their resident states and other applicable jurisdictions or with the Securities and Exchange Commission.

The Sub-advisor will have the power and authority to supervise and direct all investment decisions for those accounts designated by the Firm on a discretionary basis, including the purchase and sale of securities and any other transactions unless specifically directed otherwise in writing. The Sub-advisor will have discretionary authority to aggregate (combine) purchases and sales of securities with similar orders of other clients and proportionately divide up securities if unable to fill all orders. An account will be deemed to have purchased or sold its proportionate share of the securities at the average price determined for the overall transaction when transactions are aggregated. More information on the Sub-advisor’s aggregation policies is shown in each Sub-Advisor’s brochure.

#### **Client Restrictions and Objections**

Clients may have restricted stock, or, as a result of their position, may have restrictions imposed on their securities trading. Clients may also express personal objections to particular types or groups of companies or investments. Restrictions and/or objections are documented and communicated in writing.

We generally have discretion in regard to account management, but the Firm may also advise on non-discretionary assets. Activity of non-discretionary assets is directed by the client. The two types of assets are also distinguished when we provide figures for total assets under management. We have not reported assets under management.

#### **Financial Planning and Other Consulting Services**



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Some of our investment adviser representatives may provide Financial Planning Services. The fee for comprehensive financial planning services is dependent on the complexity of the plan and needs of the client. Fees for such services typically range from \$1500-\$2500 per plan as contracted for with clients in advance. Hourly rates vary from \$150 to \$500 and may be billed monthly, or upon completion. Fees may be negotiated at the discretion of the IAR, or the service included free with account management.

### **Conflicts of Interest**

All material conflicts of interest regarding the Firm, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice, are disclosed within this brochure.

## **Item 5--Compensation**

For our services, we are compensated by fees for planning and management of portfolios. The management fee comprises an "Annual Fee Rate" and is usually based on a percentage of the Assets Under Management ("AUM"). The Annual Fee Rate is stated in the client agreement, "Schedule A".

### **Monthly or Quarterly Management Fee based on Assets Under Management**

The management fee is debited from client account(s) at the beginning of each month or quarter and is based on the account value at the end of the previous month or quarter as follows: AUM x (1/12 monthly) or (1/4 quarterly) Annual Fee Rate. For example, for the quarter beginning April 1<sup>st</sup>, the fees are calculated based on the assets under management at the close of market on March 31<sup>st</sup>. Additional deposits or withdrawals of funds or assets between billings will be calculated on a pro-rata basis. The deducted fees will be itemized on the custodial statement. The annual fee rate may be negotiated by the IAR, at the sole discretion of the IAR. The maximum fees are listed in the Schedule A example below.

#### **SCHEDULE A ASSET MANAGEMENT FEE OPTION**

Total Client Fee	Maximum Account Fee	Asset Size
_____	2.50%	Of the first \$249,999.99
_____	2.00%	\$250,000 - \$499,999.99
_____	1.50%	\$500,000 - \$999,999.99
_____	1.00%	+\$1,000,000

### **Planning Fee**

Planning Fees may be billed separately or included as flat rate fees assessed quarterly or annually, as per the client agreement, and particular to the services offered by the IAR.

### **Third Party Investment Advisory Fees**

Fees paid by clients to independent third-party managers are established and payable in accordance with the ADV Part 2A brochure or other equivalent disclosure document of each independent third-party manager to whom the Firm refers its clients and may or may not be negotiable. The facts and circumstances of negotiability are contained in the disclosure documents of each third-party manager.

Clients who are referred to third-party investment managers will receive a Part 2A brochure providing details of services rendered and fees to be charged. Clients will receive copies of the Firm's and third-party investment managers' Parts 2A at the time of the referral.

### **Sub-Advisory Fees**

Fees charged by Sub-advisors are paid from fees paid by a client to the Firm. The Firm does not charge additional fees to cover the cost of services provided by Sub-advisors.



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AND/OR

The Firm receives compensation pursuant to its agreements with Sub-advisors. The compensation is generally a percentage of the assets under management but may vary depending on the range of services the Sub-advisor provides (such as specialized reporting or more frequent account status reporting). Fees are payable in accordance with the provisions of the Sub-advisor's ADV Part 2A brochure. The account custodian collects investment management fees and allocates them among all interested parties. The ADV Part 2A brochure or equivalent disclosure document of the Sub-advisor contains complete information regarding interested parties. Clients will receive an ADV Part 2A brochure of their Sub-advisor in addition to the Part 2A brochure of the Firm.

### **Other Expenses and Additional Costs**

Others service providers are compensated for providing services to client account(s). The Custodian, Broker- Dealer, and Mutual Fund Manager, among others, are compensated by fees including, but not limited to account custody, service, margin interest, taxes, transactions and trade commissions. Not all of these fees are related to all clients. Some fees are detailed in the client statement, others, such as trade commissions and transaction fees, become part of the cost of the trade. Fees for custodial, and broker-dealer services will be listed in their contract. Fees for Mutual Funds will be detailed in the funds' prospectus.

### **Reimbursement**

When our services on client account(s) are terminated, we will provide a reimbursement of fees where applicable. Any days remaining in the month or quarter after service was terminated will be included in calculating a prorated fee reimbursement which is the fraction of the days remaining in the month or quarter after services are concluded, and the total number of days in the month or quarter multiplied by the monthly or quarterly fee. [Reimbursement = (Days Remaining in Month or Quarter/Total Days in Month or Quarter) X Fee for Month or Quarter]. Clients are asked to notify us in writing when they no longer wish to receive our services, but if they do not, the reimbursement will be based upon notification by the custodian of the delinking the account(s) from us or closing the account. Clients should be mindful that we will no longer be able to access or service any account once it has been delinked from us.

## **Item 6--Performance-Based Fees, Side-By-Side Management**

We have no provision for Performance-Based Fees, or Side-By-Side Management.

## **Item 7--Types of Clients**

Our clients include Individuals, High Net-Worth Individuals, Trusts, Estates, Corporations, Pension and Profit Sharing Plans, and Charitable Organizations. There is no minimum account size.

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

### **Analysis Methods**

We make use of a range of Fundamental and Technical analysis methods in providing investment advice and guiding asset management.

Fundamental analysis is a method used to examine the prospects of a particular security with respect to its industry and to the overall economy by analyzing financial statements, management, competitors, and markets. This information is used to determine a company's intrinsic value. When compared to the market value of the company, the intrinsic value shows whether the security is overpriced or underpriced, giving IARs an indication of when to buy or sell it. Fundamental analysis is applied not only to specific securities, but to all assets. The same principle described can be used with securities, sectors, indexes, and countries on a macro-level. Risk is inherent, as fundamental analysis does not predict future market movements or price fluctuations.



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Technical analysis is a method of attempting to predict market trends using charts, indexes, and other tools. By analyzing a security's historical price fluctuations and patterns, an attempt is made to predict future price movements. Technical analysis does not consider a company's management and underlying financial condition. As with fundamental analysis, technical analysis can be applied to the full range of asset classes. Risk is inherent, as historical trends in no way are guaranteed to accurately predict future price behavior.

Additional potential risks include financial or interest rate fluctuation, liquidity, exchange rates, and country or political risks. Unforeseen issues with company management, natural disasters, political and regulatory shifts, and other unsuspected events are among the many forces that can change the direction of a company, an industry or the whole market. Although portfolios are managed in line with client risk tolerances, there is no guarantee of success, and investment loss is a possibility.

### **Investment Strategies**

A majority of the Firm's IARs are independent contractors, and have strategies that may vary from each other, as well as from those employed by the Firm. Generally, however, the Firm utilizes an Asset Allocation strategy whereby an appropriate ratio of securities, fixed income, and cash is determined to tailor to a client's unique investment goals and risk tolerance.

This strategy falls in line with the principles of Modern Portfolio Theory, with the fundamental concept holding that a portfolio should be made up of assets based on how the price changes relative to the rest of the portfolio, as opposed to the merits of the asset itself. While individual stocks can play a part in the construction of a portfolio, Exchange Traded Funds ("ETFs") and Mutual Funds may, at times, comprise the bulk of assets. Various Asset Allocation strategies include Strategic, Constant-Weighting, Tactical, Dynamic, Insured or Integrated. Taxes may also play an important role in this decision. A risk of asset allocation is that the client might not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the ratio of securities, fixed income, and cash will change as the market moves; if the allocation is not corrected, it may cease to represent the client's original goals.

Margin transactions involve using money borrowed from the client's brokerage account to purchase securities, allowing the client to make additional purchases without selling other holdings. Investing on margin presents substantial risk, as it exposes clients to a loss greater than the original amount invested.

Value investing involves buying securities that have been determined by the IARs to be significantly underpriced relative to their intrinsic value. Using fundamental analysis, IARs attempt to identify these undervalued stocks to generate returns. As with any security, risk is present in that past performance by no means guarantees future results.

Options trading strategies include, but are not limited to, covered calls, and married puts. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset at a specific price on or before a set date. The IARs may use options in a variety of ways, including as part of specific income strategies and as a hedge to limit potential downside when a sharp price change occurs. Options present the risk of losing value, and if not exercised, represent a loss of the amount they cost to buy.

### **Risk of Loss**

There can be no guarantee of the success of a client's investments. Investing in securities inherently involves risk, including loss of principle that clients should be prepared to bear.

## **Item 9--Disciplinary Information**

There are no legal, regulatory or disciplinary events involving ARIA Wealth Management Inc or any of its employees.



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### **Item 10--Other Financial Industry Activities and Affiliations**

None.

### **Item 11--Code of Ethics, Participation in Client Transactions, Personal Trading**

We have adopted a Code of Ethics that sets forth the basic policies and procedures of ethical conduct for all managers, officers, and employees of the Firm. In addition, the Code of Ethics governs personal trading of each employee deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of the Firm are conducted in a manner that avoids any actual or potential conflict of interest between such persons and clients of the Firm or its affiliates. We may from time to time purchase or sell products that we may recommend to clients. We collect and maintain records of securities holdings and securities transactions effected by Access Persons which are reviewed to identify and resolve potential conflicts of interest. Our Policies and Procedures and Code of Ethics are available upon request.

#### **Participating in Client Transactions**

Neither the Firm nor any associated person acting as a principal, buys securities from (or sells securities to) clients, acts as general partner in a partnership in which the Firm solicits client investments, or acts as an investment advisor to an investment company that the Firm recommends to clients.

In their capacity, as registered representatives or principals of various broker-dealers, associated persons of the Firm may receive payments from certain mutual funds distributed pursuant to a 12b-1 distribution plan, or other such plans, as compensation for administrative services, representing a separate financial interest. As such, a conflict of interest may exist with respect to recommendations to buy or sell securities. In all cases, recommendations are made in the best interests of the client.

The Firm does not permit insider trading and has implemented procedures to ensure that its policy regarding insider trading is being observed by associated persons.

Neither the Firm nor any associated person recommends that clients buy from or sell securities to other clients.

### **Item 12--Brokerage Practices**

We place trades for client account(s) subject to our duty of best execution and other fiduciary duties. We may use other broker-dealers to execute trades for client accounts maintained at the particular custodian, but this practice may result in additional costs to clients so that we are more likely to place trades through the custodian rather than other broker-dealers. Custodians generally do not charge for custody but are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the custodian, or that settle into the custodial accounts.

Non-discretionary clients may choose a particular broker. We may also recommend brokers to non-discretionary clients for execution and/or custodial services when requested by the client. Recommendations are based on criteria such as, but not limited to, reasonableness of commissions charged to the client, services made available to the client, and location of broker offices. We are not affiliated with any custodian or broker-dealer but will recommend custodians with which we have established relationships to maintain custody of client assets and enable IARs to affect trades for their accounts.

Custodians may provide access to institutional trading and custody services, which are typically not available to retail investors. For example, brokerage services may include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to





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institutional investors or would require a significantly higher minimum initial investment. Custodians generally do not charge separately for custody services but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodian or that settle within custodian accounts.

Custodians also make available other products and services that assist with our services but may not directly benefit client accounts. For example, products and services that assist in managing and administering client accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of investment advisory fees from client accounts; and (v) assist with back office functions, recordkeeping and client reporting.

### **Trade Aggregation**

Because of the nature of the Firm's business activities, (registered persons acting independently), the Firm does not aggregate the purchase or sale of securities for various client accounts.

### **Custodial Benefit Disclosure**

Custodians will generally provide software, technology and related support services to enable access to client account data, facilitate trade execution, or relay market research data. There is no direct link between the Firm's participation with the Custodian and the investment advice it gives to its clients, nor does the participation depend on the amount of brokerage transactions directed to the Custodian; however, the Firm, or an affiliate, may also receive economic assistance to acquire additional services or assuage transition costs that may influence the decision to suggest a particular custodian. The services and economic benefits may include, but are not limited to the following products and services: receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving IAR participants; access to block trading; the ability to have fees deducted directly from Client accounts; access to electronic communications network for order entry and account information; access to mutual funds with no transactions fees and to certain institutional money managers; discounts on compliance, marketing, research, technology and practice management products or services that may be provided by third party vendors.

A conflict of interest is recognized in each of these instances where a perceived benefit may create the incentive to select a particular Custodian. The Firm is obligated to weigh any and all Custodial services and remuneration in light of our fiduciary duty to our clients, to act in the best interests of our clients, including seeking best execution of trades for client accounts. Clients should be aware, however, that the receipt of economic benefits by the Firm or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Firm's choice for custody and brokerage services.

### **Item 13--Review of Accounts**

Brokerage statements are generated no less than quarterly and the account custodian sends copies directly to clients. These reports list the account positions, activity in the account over the covered period and other related information. The custodian also sends confirmations following each brokerage account transaction unless confirmations have been waived.

Financial plans are reviewed annually, unless circumstances determine otherwise. Events that trigger more frequent review of financial plans include changes in a client's situation, or events that may affect market activity over the life of the plan.

### **Item 14--Client Referrals and Other Compensation**



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The Firm does not have an arrangement under which it or its associated persons compensate others for client referrals. The Firm does not receive any economic benefit for providing advisory services to clients from a person who is not a client. This includes sales awards or prizes. However, the Firm may employ an advisor representative who has engaged solicitors to whom it will pay cash or a portion of the fees paid by clients referred by those solicitors. All solicitors who refer clients will be in compliance with the requirements of the jurisdiction where they operate. When applicable, the solicitors will be licensed as investment advisors or notice filed in the appropriate jurisdictions. Whenever the Firm compensates solicitors for referrals, the affected clients will receive a disclosure document discussing the referral fees paid and informing the client about whether the client or the Firm pays the fee.

On occasion, the Firm may refer clients to other professionals for services that the Firm is unable to perform. In turn, the Firm may receive referrals from these firms. Although there is no direct monetary benefit derived from these arrangements, they are mutually beneficial and provide an indirect benefit. The Firm will never base its referrals solely on any formal or informal arrangement.

### **Item 15--Custody**

We do not take physical custody of client account's assets. We require that client assets be placed with a qualified custodian. The custodian will be responsible for providing clients with account statements at least quarterly, and some custodians provide statements more frequently than quarterly. Clients should carefully review the statements they receive from their custodian for accuracy. We do not provide account statements to clients directly.

### **Item 16--Investment Discretion**

We typically enter into discretionary investor advisory agreements that outline our responsibilities, although we also provide service on a non-discretionary basis. When we have discretion over a client's account we determine what securities are bought and sold, the amount of the purchases and sales, the brokers through which the transactions are executed, and the commission rates, if any, that are paid for the transactions. Activity of non-discretionary assets is at the approval or direction of the account holder or the account holder's designated agent.

### **Item 17--Voting Client Securities**

We do not vote proxies on behalf of clients. Clients who own voting shares of a company, retain the authority for the proxy voting for those securities held in their account(s) with the following possible exceptions: 1) For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. 2) For accounts managed by a third-party advisor (money manager), clients may sign proxy voting authority over to that third-party advisor. In either of those instances, it will be indicated in the contract how the client may obtain a copy of the proxy voting policies and procedures of that particular fiduciary. Proxy voting materials received at by us will either be forwarded to client, or we will contact the sender to redeliver, or will confirm client receipt as applicable.

### **Item 18--Financial Information**

ARIA Wealth Management, Inc. has no financial commitments that impair our ability to meet contractual and fiduciary commitments.