

Item 1: Cover Sheet



ADV 2A FIRM BROCHURE

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March, 2020

This brochure provides information about the qualifications and business practices of Variant Private Wealth LLC. If you have any questions about the contents of this brochure, please contact us at 703-760-7600. 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 registration does not imply a certain level of skill or training.

Additional information about Variant Private Wealth LLC (CRD# 288011) is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Statement of Material Changes

Variant Private Wealth LLC is required to disclose any material changes to Form ADV in Item 2 of this brochure.

Since our firms last annual amendment on 02/13/2019 we have the following material changes to disclose:

- Fidelity Brokerage Services ("Fidelity"), recently eliminated transaction fees for U.S. listed equities and exchange traded funds for clients who opt into electronic delivery of statements or maintain at least \$1 million in assets at Fidelity.



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INFORMATIONAL BROCHURE
VARIANT PRIVATE WEALTH LLC

Item 4: Advisory Business

Variant Private Wealth LLC (“VPW”) has been in business since June 2017. David Morgante is the firm’s only principal owner.

VPW provides personalized financial planning and investment management services to individuals, families, trusts, and charitable organizations and foundations, pensions, and corporations. We are dedicated to providing in-depth analysis of each individual client’s current situation, allowing us to assist clients in obtaining each goal or objective set forth.

Financial Planning

VPW provides fee-based comprehensive and goal-based financial planning services. A comprehensive plan generally includes setting financial objectives, identifying financial issues, cash flow management, tax planning, investment review and advice, education funding planning, retirement planning, insurance needs review and advice and estate planning. A goal-based plan is designed to meet specific goals throughout a certain time horizon, whether it be short-term or long-term.

In a typical financial planning engagement, VPW will have an initial free consultation with you in which you will state your financial needs and goals. Next, you will be requested to provide documents including personal information, income, expenses, taxable and retirement investments, insurance, tax and other necessary information. Through a strategy session, VPW will analyze your situation, prepare projections when necessary and recommend alternatives to help achieve your goals using information provided by you. A recommendation will be provided in writing and from there the implementation process can begin.

The plan is intended to be a suggested blueprint of how to meet your goals. Not every plan will be the same for every client. Each one is specific to the client who requested it. Because the plan is based on information supplied by you, it is very important that you accurately and completely communicate to us the information we need. Also, your circumstances and needs may change as your engagement with us progresses. It is very important that you continually update us with any changes so that if the updates require changes to your plan, we can make those changes. Otherwise, your plan may no longer be accurate. An engagement may be terminated at any time by either VPW or the client by notifying the other party in writing. An engagement is terminated when the specified services are completed.

Reporting

Some clients may have assets held with custodians other than our recommended custodian(s). In these cases, such clients may elect to provide us with information related to these accounts and VPW will include those assets in consolidated reporting in order to give the client a more organized view of their total assets.



Wrap Program Participation

Our firm offers and sponsors a wrap fee program. Asset Management services are only offered through wrapped accounts, which are managed on an individualized basis according to the client's investment objectives, financial goals, risk tolerance, etc. Please see our Part 2A, Appendix 1 (the "Wrap Fee Program Brochure") for more information.

Assets Under Management

As of December 31, 2019, VPW has approximately \$121,765,725 assets under management with \$118,603,426 managed on a discretionary basis and \$3,162,299 managed on a non-discretionary basis.

Item 5: Fees and Compensation

Financial Planning

Financial Planning fees for initial planning work will vary, but are generally expected to be in the fixed fee range of \$750 to \$5,000 per plan. However, these fees are guidelines, subject to change according to the complexity of the plan and the specific client's circumstances. At the discretion of VPW, financial planning services may be done on an hourly basis with a rate of \$250 per hour. For some clients who are also engaging VPW to provide asset management services, the preparation of the financial plan may be included with the costs of asset management services, based on the assets under management.

Reporting

Fees for aggregated reporting services are up to a maximum of \$100.00 per account, per year.

A. Fee Payment

Financial Planning: Financial Planning fees will be due upon receipt of invoice from VPW. In many cases, clients will be asked to put forth a retainer at the onset of the engagement which may be for up to 50% of the expected final cost.

Reporting

Reporting fees will be debited with asset management fees, pro-rated to \$25.00 per account, per quarter.

B. Other Fees

Clients may also pay holdings charges imposed by the chosen custodian for certain investments, charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund's prospectus (i.e., fund management fees, initial or deferred sales charges, mutual fund sales loads, 12b-1 fees, surrender charges, variable annuity fees, IRA and qualified retirement plan fees, and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, fees



for trades executed away from custodian, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. Our firm does not receive a portion of these fees.

Wrap clients will not incur transaction costs for trades by their chosen custodian. More information about this can be found in our separate Wrap Fee Program Brochure.

Please make sure to read Item 12 of this informational brochure, where we discuss broker-dealer and custodial issues.

C. *Pro-rata Fees*

If you become a client during a month, you will pay a management fee for the number of days left in that month. If you terminate our relationship during a month, you will be responsible for the payment of management fees for the portion of the month during which you were a client. Once your notice of termination is received, we will assess pro-rated fees for the number of days between the end of the prior billing period and the date of termination to be paid in whatever way you direct (check, wire).

D. Compensation for the Sale of Securities.

This item is not applicable.

Item 6: Performance-Based Fees

VPW will not charge performance-based fees.

Item 7: Types of Clients

Clients advised may include individuals, families, trusts, and charitable organizations and foundations, pensions and corporations. VPW requires each client to place at least \$250,000 with the firm. This minimum may be waived at the discretion of VPW.

Clients who opt into electronic delivery of statements or maintain at least \$1 million in assets at Fidelity will not be charged transaction fees for U.S. listed equities and exchange traded funds.

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

It is important for you to know and remember that all investments carry risks. **Investing in securities involves risk of loss that clients should be prepared to bear.**

Each client's portfolio will be invested according to that client's investment objectives, which are ascertained through the financial planning process. The goal with asset management is to take the financial planning blueprint and drive it forward, towards the client's goals. Once we ascertain your objectives for each account, we will develop a set of asset allocation guidelines. An asset allocation



strategy is a percentage-based allocation to different investment types. For example, a client may have an asset allocation strategy that calls for 40-60% of the portfolio to be invested in equity securities, with 20% of that allocated to international equities and the remaining balance in fixed income. Another client may have an asset allocation of 50-60% in fixed income securities and the remainder equities. The percentages in each type that we recommend are based on the typical behavior of that security type, individual securities we follow, current market conditions, your current financial situation, your financial goals, and the timeline to get you to those goals. Because we develop an investment strategy based on your personal situation and financial goals, your asset allocation guidelines may be similar to or different from another client's. We utilize technical analyses, which means that we will review the past behaviors of the security and the markets in which it trades for signals as to what might happen in the future. Using fundamental analysis, we base our conclusions on predominantly publicly available research, such as regulatory filings, press releases, competitor analyses, and in some cases research we receive from our custodian or other market analyses.

It is important to remember that because market conditions can vary greatly, your asset allocation guidelines are not necessarily strict rules. Rather, we review accounts individually, and may deviate from the guidelines as we believe necessary.

Risk of Loss

There are always risks to investing. **Clients should be aware that all investments carry various types of risk including the potential loss of principal that clients should be prepared to bear.** It is impossible to name all possible types of risks. Among the risks are the following:

- **Political Risks.** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
- **General Market Risks.** Markets can, as a whole, go up or down on various news releases or for no understandable reason at all. This sometimes means that the price of specific securities could go up or down without real reason, and may take some time to recover any lost value. Adding additional securities does not help to minimize this risk since all securities may be affected by market fluctuations.
- **Currency Risk.** When investing in another country using another currency, the changes in the value of the currency can change the value of your security value in your portfolio.
- **Regulatory Risk.** Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.
- **Tax Risks Related to Short Term Trading:** Clients should note that VPW may engage in short-term trading transactions. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. VPW endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.
- **Purchasing Power Risk.** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which is the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply.
- **Business Risk.** This can be thought of as certainty or uncertainty of income. Management comes under business risk. Cyclical companies (like automobile companies) have more business risk because of the less steady income stream. On the other hand, fast food chains tend to have steadier income



streams and therefore, less business risk.

- **Financial Risk.** The amount of debt or leverage determines the financial risk of a company.
- **Default Risk.** This risk pertains to the ability of a company to service their debt. Ratings provided by several rating services help to identify those companies with more risk. Obligations of the U.S. government are said to be free of default risk.
- **Margin Risk.** “Margin” is a tool used to maximize returns on a given investment by using securities in a client account as collateral for a loan from the custodian to the client. The proceeds of that loan are then used to buy more securities. Margin carries a higher degree of risk than investing without margin.
- **Risks specific to private placements, sub-advisors and other managers.** If we invest some of your assets with another advisor, including a private placement, there are additional risks. These include risks that the other manager is not as qualified as we believe them to be, that the investments they use are not as liquid as we would normally use in your portfolio, or that their risk management guidelines are more liberal than we would normally employ.
- **Information Risk.** All investment professionals rely on research in order to make conclusions about investment options. This research is always a mix of both internal (proprietary) and external (provided by third parties) data and analyses. Even an adviser who says they rely solely on proprietary research must still collect data from third parties. This data, or outside research is chosen for its perceived reliability, but there is no guarantee that the data or research will be completely accurate. Failure in data accuracy or research will translate to a compromised ability by the adviser to reach satisfactory investment conclusions.
- **Small Companies.** Some investment opportunities in the marketplace involve smaller issuers. These companies may be starting up, or are historically small. While these companies sometimes have potential for outsized returns, they also have the potential for losses because the reasons the company is small are also risks to the company’s future. For example, a company’s management may lack experience, or the company’s capital for growth may be restricted. These small companies also tend to trade less frequently than larger companies, which can add to the risks associated with their securities because the ability to sell them at an appropriate price may be limited as compared to the markets as a whole. Not only do these companies have investment risk, if a client is invested in such small companies and requests immediate or short term liquidity, these securities may require a significant discount to value in order to be sold in a shorter time frame.
- **Concentration Risk.** While VPW selects individual securities, including mutual funds, for client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a client’s equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the client’s equity portfolio may be affected negatively, including significant losses.
- **Transition risk.** As assets are transitioned from a client’s prior advisers to VPW there may be securities and other investments that do not fit within the asset allocation strategy selected for the client. Accordingly, these investments will need to be sold in order to reposition the portfolio into the asset allocation strategy selected by VPW. However, this transition process may take some time to accomplish. Some investments may not be unwound for a lengthy period of time for a variety of reasons that may include unwarranted low share prices, restrictions on trading, contractual restrictions on liquidity, or market-related liquidity concerns. In some cases, there may be securities or investments that are never able to be sold. The inability to transition a client’s holdings into recommendations of VPW may adversely affect the client’s account values, as VPW’s recommendations may not be able to be fully implemented.



- **Restriction Risk.** Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.
- **Risks Related to Investment Term & Liquidity.** Securities do not follow a straight line up in value. All securities will have periods of time when the current price of the security is not an accurate measure of its value. If you require us to liquidate your portfolio during one of these periods, you will not realize as much value as you would have had the investment had the opportunity to regain its value. Further, some investments are made with the intention of the investment appreciating over an extended period of time. Liquidating these investments prior to their intended time horizon may result in losses.
- **REITs:** In limited circumstances, VPW may recommend that portions of client portfolios be allocated to real estate investment trusts, otherwise known as “REITs”. A REIT is an entity, typically a trust or corporation, that accepts investments from a number of investors, pools the money, and then uses that money to invest in real estate through either actual property purchases or mortgage loans. While there are some benefits to owning REITs, which include potential tax benefits, income and the relatively low barrier to invest in real estate as compared to directly investing in real estate, REITs also have some increased risks as compared to more traditional investments such as stocks, bonds, and mutual funds. First, real estate investing can be highly volatile. Second, the specific REIT chosen may have a focus such as commercial real estate or real estate in a given location. Such investment focus can be beneficial if the properties are successful, but lose significant principal if the properties are not successful. REITs may also employ significant leverage for the purpose of purchasing more investments with fewer investment dollars, which can enhance returns but also enhances the risk of loss. The success of a REIT is highly dependent upon the manager of the REIT. Clients should ensure they understand the role of the REIT in their portfolio.
- **MLPs:** VPW may recommend that portions of client portfolios be allocated to master limited partnerships, otherwise known as “MLPs”. An MLP is a publicly traded entity that is designed to provide tax benefits for the investor. In order to preserve these benefits, the MLP must derive most, if not all, of its income from real estate, natural resources and commodities. While MLPs may add diversification and tax favored treatment to a client’s portfolio, they also carry significant risks beyond more traditional investments such as stocks, bonds and mutual funds. One such risk is management risk-the success of the MLP is dependent upon the manager’s experience and judgment in selecting investments for the MLP. Another risk is the governance structure, which means the rules under which the entity is run. The investors are the limited partners of the MLP, with an affiliate of the manager typically the general partner. This means the manager has all of the control in running the entity, as opposed to an equity investment where shareholders vote on such matters as board composition. There is also a significant amount of risk with the underlying real estate, resources or commodities investments. Clients should ask VPW any questions regarding the role of MLPs in their portfolio.
- **International Investing:** Investing outside of the United States, especially in emerging markets, can have special or enhanced risks. The most obvious are political risk (changes in local politics can have a vast impact on the markets in that country as well as regulations affecting given issuers) and currency risk (changes in exchange rates between the dollar and the local denominations can materially affect the value of the security even if the underlying fundamentals and market price are stagnant). There are other risks, including enhanced liquidity risk, meaning that while domestic equities and mutual funds are generally easily liquidated (though there may be a risk of loss due to the timing of the sale), equities in other jurisdictions may be subject to the circumstances of lower overall market volume and fewer companies on an emerging exchange. In addition, there may be less information and less transparency in a foreign market or from a foreign company. Foreign markets impose different rules than domestic markets, which may not be to an investor's advantage. Also, companies in foreign jurisdictions are generally able to avail themselves of local laws and venues, meaning that legal



remedies for U.S. investors may not be as easily obtained as in the U.S.

- **BDCs (Business Development Companies):** Business Development Companies (BDCs) are a specific subset of investment companies that receive preferential tax treatment provided they meet certain investment restrictions and other regulatory requirements. Because BDCs are managed by third parties, and are frequently chosen for the perceived strength of their managers, the investment thesis, and tax treatment, the risks associated with a BDC investment generally follow directly from the manager, in that the manager ultimately controls the investments, and can adversely impact the tax treatment of the vehicle. Additional risks exist, and may be specific to the particular BDC. Accordingly, investors should carefully review the BDC's prospectus and any addendums thereto.

- **Structured Notes.** A structured note is a form of negotiable debt obligation. The investor purchases the structured note, the value and risk of which is tied to one or more underlying investments or investment types. For example, a bank may package a structured note comprised of exposure to one or more indices or commodities. Structured notes can be put together in almost any combination. The risks of structured notes include the fact that they are obligations tied to underlying investments, so the risk of one investment can mitigate risks of others or enhance it. Structured notes can therefore be used to hedge volatility or to enhance it depending upon the goal. Structured notes can also add risk by including the concept of inherent leverage. This means that while the investor did not use margin to purchase the structured note, the note itself includes leverage, making the note itself subject to greater potential volatility. Structured notes may also not be as liquid as other investments, and because they are a debt obligation, they are subject to the creditworthiness of the issuer.

- **Leveraged ETFs.** An Exchange Traded Fund is a group of securities that trade intra-day and are not managed actively, as a mutual fund would be. For example, there are ETFs that invest strictly in the S&P 500, which means their performance should track the performance of that index over time. A leveraged ETF is one that utilizes leverage when investing into the underlying securities. For example a 3x levered ETF that tracks the S&P 500 would make \$3.00 of investment for every \$1.00 it received from investors. This means that whatever volatility the underlying index has will be multiplied due to the leverage.

Item 9: Disciplinary Information

There are no disciplinary items to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Broker-dealer

This item is not applicable.

B. Futures Commission Merchant/Commodity Trading Advisor

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



C. Relationship with Related Persons

Representatives of our firm are insurance agents/brokers. They offer insurance products and receive customary fees as a result of insurance sales. A conflict of interest exists as these insurance sales create an incentive to recommend products based on the compensation adviser and/or our supervised persons may earn. To mitigate this potential conflict, our firm will act in the client's best interest.

David Morgante also owns Variant Insurance, LLC an insurance brokerage firm. Clients may be solicited to use the services of this firm and our representatives will receive commissions as a result of these transactions. A conflict of interest exists as these commissionable securities sales create an incentive to recommend products based on the compensation earned. To mitigate this potential conflict, our firm will act in the client's best interest.

D. Recommendations of other Advisers

VPW does not utilize nor select other advisers or third party managers at this time. All assets are managed by VPW.

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

A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.

B. Not applicable. VPW does not recommend to clients that they invest in any security in which VPW or any principal thereof has any financial interest.

C. On occasion, an employee of VPW may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

D. On occasion, an employee of VPW may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or



after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.

Item 12: Brokerage Practices

A. Recommendation of Broker-Dealer

VPW recommends that investment accounts be held in custody by Fidelity Institutional Brokerage Group (“Fidelity”). Fidelity offers enhanced services to independent investment advisors. These services include custody of securities, trade execution platforms, and access to research not available to the general public. Fidelity is wholly independent from VPW. It is expected that most, if not all, transactions in a given client account will be cleared through the custodian of that account in its capacity as a broker-dealer.

VPW recommends Fidelity to its clients based on a variety of factors. These include, but are not limited to, commission costs. Fidelity has what can be considered discounted commission rates. However, in choosing a broker-dealer or custodian to recommend, we are most concerned with the value the client receives for the cost paid, not just the cost. Fidelity adds value beyond commission cost. Other factors that may be considered in determining overall value include speed and accuracy of execution, financial strength, knowledge and experience of staff, research and service. Fidelity also has arrangements with many mutual funds that enable them to purchase these mutual funds for client accounts at reduced transaction charges (as opposed to other broker-dealers). VPW re-evaluates the use of Fidelity at least annually to determine if they are still the best value for our clients.

Fidelity provides VPW with some non-cash benefits (not available to retail customers) in return for placing client assets with them or executing trades through them. Currently, these benefits come in the form of investment research and sponsored attendance at various investment seminars. We may also receive such items as investment software, books and research reports. These products, services, or educational seminars are items that will play a role in determining how to invest client accounts. If there is any item that has a multi-use aspect, mixed between investment and non-investment purposes, VPW will determine a reasonable allocation of investment to non-investment use and non-cash benefits will be allocated only to the investment portion of the product (and we will pay the remaining cost). VPW does receive a benefit from these services, as otherwise would be compiling the same research on their own. This may cause a conflict of interest as VPW may want to place more client accounts with a broker-dealer/custodian such as Fidelity, solely because of these added benefits. As such, VPW may have an incentive to select or recommend a broker-dealer based on interests in receiving the research or other products or services, rather than on clients’ interest in receiving most favorable execution. VPW attempts to mitigate this potential conflict by performing regular reviews of execution services and value clients receive to ensure clients are receiving the best possible value



for costs paid. However, the value to all of our clients of these benefits is included in our evaluation of custodians. Products and services received will generally be used for the benefit of all clients. However, it is possible that a given client's trades will generate non-cash benefits that acquire products and/or services that are not ultimately utilized for that same client's account. Non-cash benefits provide additional value, and are accordingly considered in determining which broker-dealer or custodian to utilize as part of our best execution analysis.

We do not consider whether Fidelity or any other broker-dealer/custodian, refers clients to VPW as part of our evaluation of these broker-dealers.

B. Aggregating Trades

Commission costs per client may be lower on a particular trade if all clients in whose accounts the trade is to be made are executed at the same time. This is called aggregating trades. Instead of placing a number of trades for the same security for each account, we will, when appropriate, execute one trade for all accounts and then allocate the trades to each account after execution. If an aggregate trade is not fully executed, the securities will be allocated to client accounts on a *pro rata* basis, except where doing so would create an unintended adverse consequence (For example, $\frac{1}{4}$ of a share, or a position in the account of less than 1%.)

Directed Brokerage

VPW does not typically allow clients to direct brokerage. "Directing" brokerage means choosing to maintain all or some of their assets with a broker-dealer that is not recommended by VPW. VPW may be unable to achieve most favorable execution of client transactions if clients choose to direct brokerage. This may cost clients' money because without the ability to direct brokerage VPW may not be able to aggregate orders to reduce transactions costs resulting in higher brokerage commissions and less favorable prices. Not all investment advisers allow their clients to direct brokerage.

Item 13: Review of Accounts

All accounts and corresponding financial plans will be managed on an ongoing basis, with formal reviews with the client by a member of senior management on at least an annual basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

Item 14: Client Referrals and Other Compensation

A. Economic Benefit Provided by Third Parties for Advice Rendered to Client.



Please refer to Item 12, where we discuss recommendation of Broker-Dealers.

B. Compensation to Non-Advisory Personnel for Client Referrals.

VPW does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

While our firm does not maintain physical custody of client assets (which are maintained by a qualified custodian, as discussed above), we are deemed to have custody of certain client assets if given the authority to withdraw assets from client accounts, as further described below under “Standing Instructions.” All our clients receive account statements directly from their qualified custodian(s) at least quarterly upon opening of an account. We urge our clients to carefully review these statements. Additionally, if our firm decides to send its own account statements to clients, such statements will include a legend that recommends the client compare the account statements received from the qualified custodian with those received from our firm. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

The SEC issued a no-action letter (“Letter”) with respect to the Rule 206(4)-2 (“Custody Rule”) under the Investment Advisers Act of 1940 (“Advisers Act”). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction (“SLOA”) is deemed to have custody. As such, our firm has adopted the following safeguarding procedures in conjunction with our custodian, Fidelity:

- Fidelity’s forms, used to establish a standing letter of authorization, include the name and account number on the receiving account and must be signed by the client.
- Fidelity’s SLOA forms currently require client’s signature.
- Fidelity performs verification on all SLOA forms and sends a transfer of notice to the client promptly following the transaction.
- Clients always have the ability to terminate (or amend) an SLOA in writing.
- Our firm has no authority, or ability, to amend the third party designated on a standing instruction.
- Our firm maintains records showing the third party is not a related party of our firm or located at our firm.

Fidelity notifies the client in writing when a new standing instruction is set up. Clients also receive an annual mailing reconfirming the existence of the standing instruction.

Item 16: Investment Discretion

When VPW is engaged to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. If any changes are



needed to your investments, we will make the changes. These changes may involve selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive monthly statements from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the client and VPW.

Item 17: Voting Client Securities

Copies of our Proxy Voting Policies are available upon request.

From time to time, shareholders of stocks, mutual funds, exchange traded funds or other securities may be permitted to vote on various types of corporate actions. Examples of these actions include mergers, tender offers, or board elections. Clients are required to vote proxies related to their investments, or to choose not to vote their proxies. VPW will not accept authority to vote client securities. Clients will receive their proxies directly from the custodian for the client account. VPW will not give clients advice on how to vote proxies.

Item 18: Financial Information

VPW does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.



Item 1: Cover Sheet

**INFORMATIONAL BROCHURE
WRAP FEE PROGRAM**

VARIANT PRIVATE WEALTH LLC
8133 Leesburg Pike, Suite 720
Vienna, VA 22182

David Morgante
703-760-7600

March 2020

This brochure provides information about the qualifications and business practices of Variant Private Wealth LLC. If you have any questions about the contents of this brochure, please contact us at 703-760-7600. 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 registration does not imply a certain level of skill or training.

Additional information about Variant Private Wealth LLC (CRD# 288011) is also available on the SEC's website at www.adviserinfo.sec.gov.



Item 2: Statement of Material Changes

Variant Private Wealth LLC is required to disclose any material changes to Form ADV in Item 2 of this brochure.

- Mr. Morgante is now owner of Variant Insurance LLC. Please see Mr. Morgante's ADV 2B as well as item 10 of this brochure for additional information.
- Fidelity Brokerage Services ("Fidelity") recently eliminated transaction fees for U.S. listed equities and exchange traded funds for clients who opt into electronic delivery of statements or maintain at least \$1 million in assets at Fidelity. Since we pay the transaction fees charged by Fidelity to clients participating in our wrap fee program, our firm's expenses have decreased for qualifying clients. However, since not all clients have opt into electronic delivery of statements, and that our firm continues to incur expenses for various reasons, we have not reduced our wrap advisory fees to offset the reduction in our firm's expenses.



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Item 4: Services, Fees, and Compensation

Our firm manages assets for many different types of clients to help meet their financial goals while remaining sensitive to risk tolerance and time horizons. As a fiduciary, it is our duty to always act in the client's best interest. This is accomplished in part by knowing the client. Our firm has established a service-oriented advisory practice with open lines of communication. Working with clients to understand their investment objectives while educating them about our process, facilitates the kind of working relationship we value.

Our firm sponsors and offers a wrap fee program, which allows clients to pay a single fee for investment advisory services and associated custodial transaction costs. Transaction fees will be paid by our firm via individual transaction charges. Because our firm absorbs client transaction fees, an incentive exists to limit trading activities in client accounts.

Fidelity Brokerage Services ("Fidelity") eliminated transaction fees for U.S. listed equities and exchange traded funds for clients who opt into electronic delivery of statements or maintain at least \$1 million in assets at Fidelity. This presents a conflict of interest because we are incentivized to recommend U.S. listed equities and exchange traded funds over other types of securities in order to reduce our costs for qualifying clients.

Our Wrap advisory Services

Wrap Asset Management:

As part of our Wrap Asset Management service, a portfolio is created, consisting of individual stocks, bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments. The client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Portfolios will be designed to meet a particular investment goal, determined to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, portfolios are continuously and regularly monitored, and if necessary, rebalanced based upon the client's individual needs, stated goals and objectives.

Fee Schedule

<i>Assets Under Management</i>	<i>Annual Rate</i>
\$0 - \$249,999	1.50%
\$250,000 - \$749,999	1.25%
\$750,000 - \$1,249,999	1.00%
\$1,250,000 - \$1,749,999	.90%
\$1,750,000 - \$2,499,999	.80%
\$2,500,000 - \$3,999,999	.70%
\$4,000,000 - \$5,999,999	.60%
\$6,000,000 - \$9,999,999	.50%
\$10,000,000 - \$29,999,999	.40%



\$30,000,000 - \$59,999,999	.35%
\$60,000,000 and above	.30%

Fees to be assessed will be outlined in the advisory agreement to be signed by the client. Annualized fees are billed on a pro-rata basis monthly in arrears based on the value of the account(s) on the last day of the month. Fees are negotiable and will be deducted from client account(s). Adjustments will be made for deposits and withdrawals during the quarter. As part of this process, Clients understand the following:

- (a) The client's independent custodian sends statements at least quarterly showing the market values for each security included in the Assets and all account disbursements, including the amount of the advisory fees paid to our firm;
- (b) Clients will provide authorization permitting our firm to be directly paid by these terms. Our firm will send an invoice directly to the custodian; and
- (c) If our firm sends a copy of our invoice to the client, legend urging the comparison of information provided in our statement with those from the qualified custodian will be included.

Other Fees:

In addition to our advisory fees above, clients may also pay holdings charges imposed by the chosen custodian for certain investments, charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund's prospectus (i.e., fund management fees, initial or deferred sales charges, mutual fund sales loads, 12b-1 fees, surrender charges, variable annuity fees, IRA and qualified retirement plan fees, and other fund expenses), mark-ups and mark-downs, spreads paid to market makers, fees for trades executed away from custodian, wire transfer fees and other fees and taxes on brokerage accounts and securities transactions. Our firm does not receive a portion of these fees.

Please make sure to read Item 12 of the ADV 2A Firm Brochure, where we discuss broker-dealer and custodial issues.

Pro-rata Fees:

If you become a client during a month, you will pay a management fee for the number of days left in that month. If you terminate our relationship during a month, you will be responsible for the payment of management fees for the portion of the month during which you were a client. Once your notice of termination is received, we will assess pro-rated fees for the number of days between the end of the prior billing period and the date of termination to be paid in whatever way you direct (check, wire).

Item 5: Account Requirement and Type of Clients

Clients advised may include individuals, families, trusts, and charitable organizations and foundations, pensions and corporations. VPW requires each client to place at least \$250,000 with the firm. This minimum may be waived at the discretion of VPW.



Item 6: Portfolio Manager Selection and Evaluation

The wrap fee program offered by VPW is sponsored by the firm, and VPW is the only portfolio manager. The only fees covered under the wrap fee program are transaction fees associated with the purchase and sale of securities in an account managed by VPW. All client accounts managed by VPW, including wrap fee program clients, are managed with similar processes, although account recommendations may differ.

Item 7: Client Information provided to Portfolio Managers

Please see response to Item 6, above

Item 8: Client Contact with Portfolio Managers

Clients may contact VPW, the only portfolio manager, at any time.

Item 9: Additional Information

Disciplinary Information

Neither the firm nor any of its employees or principals has any disciplinary information to report.

Other Financial Industry Activities and Affiliations

Broker-dealer

This item is not applicable.

Futures Commission Merchant/Commodity Trading Advisor

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

Relationship with Related Persons

Certain professionals of VPW are separately licensed as independent insurance agents. As such, these professionals may conduct insurance product transactions for VPW clients, in their capacity as licensed insurance agents, and will receive customary commissions for these transactions in addition to any compensation received in his capacity as employees of VPW. Commissions from the sale of insurance products will not be used to offset or as a credit against advisory fees. These professionals therefore have incentive to recommend insurance products based on the compensation to be received, rather than on a client's needs. The receipt of additional fees for insurance commissions is therefore a conflict of interest, and clients should be aware of this conflict when considering whether to engage VPW or



utilize these professionals to implement any insurance recommendations. VPW attempts to mitigate this conflict of interest by disclosing the conflict to clients, and informing the clients that they are always free to purchase insurance products through other agents that are not affiliated with VPW, or to determine not to purchase the insurance product at all. VPW also attempts to mitigate the conflict of interest by requiring employees to acknowledge in the firm's Code of Ethics, their individual fiduciary duty to the clients of VPW, which requires that employees put the interests of clients ahead of their own.

David Morgante also owns Variant Insurance, LLC an insurance brokerage firm. Clients may be solicited to use the services of this firm and our representatives will receive commissions as a result of these transactions. A conflict of interest exists as these commissionable securities sales create an incentive to recommend products based on the compensation earned. To mitigate this potential conflict, our firm will act in the client's best interest.

Recommendations of other Advisers

VPW does not utilize nor select other advisers or third party managers. All assets are managed by VPW management.

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

- A. A copy of our Code of Ethics is available upon request. Our Code of Ethics includes discussions of our fiduciary duty to clients, political contributions, gifts, entertainment, and trading guidelines.
- B. Not applicable. VPW does not recommend to clients that they invest in any security in which VPW or any principal thereof has any financial interest.
- C. On occasion, an employee of VPW may purchase for his or her own account securities which are also recommended for clients. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.
- D. On occasion, an employee of VPW may purchase for his or her own account securities which are also recommended for clients at the same time the clients purchase the securities. Our Code of Ethics details rules for employees regarding personal trading and avoiding conflicts of interest related to trading in one's own account. To avoid placing a trade before a client (in the case of a purchase) or after a client (in the case of a sale), all employee trades are reviewed by the Compliance Officer. All employee trades must either take place in the same block as a client trade or sufficiently apart in time from the client trade so the employee receives no added benefit. Employee statements are reviewed to confirm compliance with the trading procedures.



Review of Accounts

All accounts will be reviewed by a senior professional on at least an annual basis. However, it is expected that market conditions, changes in a particular client's account, or changes to a client's circumstances will trigger a review of accounts.

The annual report in writing provided by VPW is intended to review asset allocation. All clients will receive statements and confirmations of trades directly from Fidelity. Please refer to Item 15 of the Information Brochure regarding Custody.

Client Referrals and Other Compensation

Fidelity provides us with some non-cash benefits (not available to retail customers) in return for placing client assets with them or executing trades through them. Such non-cash benefits are referred to as "soft dollars". Currently, these benefits come in the form of investment research and sponsored attendance at various investment seminars. We may also receive such items as investment software, books and research reports. These products, services, or educational seminars are items that will play a role in determining how to invest client accounts. If there is any item that has a multi-use aspect, mixed between investment and non-investment purposes, VPW will determine a reasonable allocation of investment to non-investment use and soft dollars will be allocated only to the investment portion of the product (and we will pay the remaining cost). VPW receives a benefit from these services, as otherwise we would be compiling the same research ourselves. This may cause a conflict of interest as we may want to place more client accounts with a broker-dealer/custodian such as Fidelity, solely because of these added benefits. As such, VPW may have an incentive to select or recommend a broker-dealer based on interests in receiving the research or other products or services, rather than on clients' interest in receiving most favorable execution. VPW attempts to mitigate this potential conflict by performing regular reviews of execution services and value clients receive to ensure clients are receiving the best possible value for costs paid. However, the value to all of our clients of these benefits is included in our evaluation of custodians. Products and services received via soft dollars will generally be used for the benefit of all clients. However, it is possible that a given client's trades will generate soft dollars that acquire products and/or services that are not ultimately utilized for that same client's account. Soft dollars provide additional value, and are accordingly considered in determining which broker-dealer or custodian to utilize as part of our best execution analysis.

Financial Information

VPW does not require the prepayment of fees more than six (6) months or more in advance and therefore has not provided a balance sheet with this brochure.

There are no material financial circumstances or conditions that would reasonably be expected to impair our ability to meet our contractual obligations to our clients.



Item 1: Cover Sheet

**FORM ADV PART 2B
BROCHURE SUPPLEMENT**

David Morgante

VARIANT PRIVATE WEALTH LLC
8133 Leesburg Pike, Suite 720
Vienna, VA 22182

703-760-7600

March 2020

This Brochure Supplement provides information about David Morgante that supplements the Variant Private Wealth LLC Brochure. You should have received a copy of that Brochure. Please contact us at 703-760-7600 if you have any questions about the contents of this supplement. Registration does not imply any certain level of skill or training.



Additional information about David Morgante is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

David Morgante
Born: 1978

EDUCATION:

SUNY Brockport, 1999

BUSINESS EXPERIENCE:

Variant Private Wealth LLC
Managing Member, 06/2017 – Present

Ameriprise Financial Services, Inc.
Financial Advisor, 08/2004 – 06/2017
08/2000 – 04/2001

MML Investor Services
Financial Advisor, 11/2001 – 12/2002

PROFESSIONAL DESIGNATIONS / LICENSES:

Series 66 – 12/2004

Series 7 – 09/2000

SIE – 06/2017

CRPC® - Chartered Retirement Planning Counselor

Individuals who hold the CRPC® designation have completed a course of study encompassing pre-and post-retirement needs, asset management, estate planning and the entire retirement planning process using models and techniques from real client situations. Additionally, individuals must pass an end-of-course examination that tests their ability to synthesize complex concepts and apply theoretical concepts to real-life situations.

All designees have agreed to adhere to Standards of Professional Conduct and are subject to a disciplinary process.



Designees renew their designation every two-years by completing 16 hours of continuing education, reaffirming adherence to the Standards of Professional Conduct and complying with self-disclosure requirements.

Item 3: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item for Mr. Morgante.

Item 4: Other Business Activities

Mr. Morgante is the owner of DM Global LLC, a commercial real estate holding company. He spends 0 hours per month in this capacity with no time spent during the trading day.

Mr. Morgante is the owner of Morgante Properties LLC, a real estate company. He spends approximately 1-9 hours per month in this capacity with no time spent during the trading day.

Mr. Morgante is the owner of Variant Financial LLC, a financial holding company. He does not spend any time in this capacity during the trading day.

Mr. Morgante is the owner of Variant Insurance LLC, an Insurance Agency licensed in the state of Virginia. He spends approximately 1-2 hours per month in this capacity with no time spent during the trading day. As such, he may offer insurance products and receive customary fees as a result of insurance sales. A conflict of interest may arise as these insurance sales may create an incentive to recommend products based on the compensation earned. To mitigate this potential conflict, Mr. Morgante as a fiduciary, will act in the client's best interest

Item 5: Additional Compensation

Other than salary, annual bonuses, or regular bonuses, Mr. Morgante does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through VPW.

Item 6: Supervision

Mr. Morgante is the principal of the firm, and also the firm's Chief Compliance Officer. He has no direct supervisor. However, all employees of M&A are required to follow the supervisory guidelines and procedures manual which is designed to ensure compliance with securities laws in the states where VPW is registered.





Variant Private Wealth, LLC

PRIVACY NOTICE

Maintaining the trust and confidence of our clients is a high priority. That is why we want you to understand how we protect your privacy when we collect and use information about you, and the steps that we take to safeguard that information. This notice is provided to you on behalf of Variant Private Wealth, LLC (“VPW”).

Information We Collect: In connection with providing investment products, financial advice, or other services, we obtain non-public personal information about you, including:

- Information we receive from you on account applications, such as your address, date of birth, Social Security Number, occupation, financial goals, assets and income;
- Information about your transactions with us, our affiliates, or others;
- Information about your visit to our website. We store that information in web server logs, which are records of the activities on our sites. The servers automatically capture and save the information electronically. The information we collect in web server logs helps us administer the site, analyze its usage, protect the website and its content from inappropriate use and improve the user’s experience.
- Information received from credit or service bureaus or other third parties, such as your credit history or employment status.

Categories of Information We Disclose: We may only disclose information that we collect in accordance with this policy. VPW does not sell customer lists and will not sell your name to telemarketers.

Categories of Parties to Whom We Disclose: We will not disclose information regarding you or your account at VPW, except under the following circumstances:

- To entities that perform services for us or function on our behalf, including financial service providers, such as a clearing broker-dealer, investment company, or insurance company;
- To comply with broker-dealer firms that have regulatory requirements to supervise certain representatives’ activities;
- To third parties who perform services or marketing, client resource management or other parties to help manage your account on our behalf;
- To your attorney, trustee or anyone else who represents you in a fiduciary capacity;
- To our attorneys, accountants or auditors; and
- To government entities or other third parties in response to subpoenas or other legal process as required by law or to comply with regulatory inquiries.

How We Use Information: Information may be used among companies that perform support services for us, such as data processors, client relationship management technology, technical systems consultants and programmers, or companies that help us market products and services to you for a number of purposes, such as:

- **To protect your accounts/non-public information** from unauthorized access or identity theft;
- **To process your requests** such as securities purchases and sales;
- **To establish or maintain an account with an unaffiliated third party**, such as a clearing broker-dealer providing services to you and/or VPW;
- **To service your accounts**, such as by issuing checks and account statements;



- **To comply** with Federal, State, and Self-Regulatory Organization requirements;
- **To keep you informed** about financial services of interest to you.

Regulation S-AM: Under Regulation S-AM, a registered investment adviser is prohibited from using eligibility information that it receives from an affiliate to make a marketing solicitation unless: (1) the potential marketing use of that information has been clearly, conspicuously and concisely disclosed to the consumer; (2) the consumer has been provided a reasonable opportunity and a simple method to opt out of receiving the marketing solicitations; and (3) the consumer has not opted out.

Regulation S-ID: Regulation S-ID requires our firm to have an Identity Theft Protection Program (ITPP) that controls reasonably foreseeable risks to customers or to the safety and soundness of our firm from identity theft. We have developed an ITPP to adequately identify and detect potential red-flags to prevent and mitigate identity theft.

Our Security Policy: We restrict access to nonpublic personal information about you to those individuals who need to know that information to provide products or services to you and perform their respective duties. We maintain physical, electronic, and procedural security measures to safeguard confidential client information.

Cyber Security: Internal policies and procedures are in place to address cyber security. A copy of this policy is available upon request.

Departing Investment Adviser Representatives (“IARs”):

If your IAR’s affiliation with VPW ends and he or she joins a non-affiliated securities broker-dealer or registered investment adviser, VPW will permit the IAR to use certain client contact information to solicit clients to join the IAR’s new firm. The client contact information that the IAR may use is limited to your name, address, email address, phone number and account title.

Certain states have adopted a requirement for you to approve the sharing of information in advance, otherwise known as an “opt-in” choice. If you live in an “opt-in” state (e.g., California, Massachusetts, Maine, Alaska, North Dakota or Vermont), then VPW will require your consent to share your information with unaffiliated third parties who are not servicing your account. State requirements vary and may change without notice.

Succession Planning: In the event that the owner(s) of VPW retire, become incapacitated or perish unexpectedly, your information would be disclosed to an unaffiliated third party for the purposes of facilitating a business succession plan. A change in control of ownership of VPW would require your consent, as dictated by your signed agreement with VPW, in order to continue providing services to you.

Your Right to Opt Out: Federal privacy laws give you the right to restrict some sharing of your personal financial information. These laws balance your right to privacy with VPW’s need to provide information for normal business purposes. You have the right to opt out of some information sharing with companies that are (1) Part of the same corporate group as our financial company (or affiliates); or (2) Not part of the same corporate group as our financial company (or non-affiliates). Choosing to restrict the sharing of our personal financial information will not apply to (1) Information about you to firms that help promote and market the company’s own products or products offered under a joint agreement between two financial companies; (2) Records of your transactions--such as your loan payments, credit card or debit card purchases, and checking and savings account statements--to firms that provide data processing and mailing services for your company; (3) Information about you in response to a court order; and (4) Your payment history on loans and credit cards



to credit bureaus. If you opt out, you limit the extent to which VPW can provide your personal financial information to non-affiliates.

Closed or Inactive Accounts: If you decide to close your account(s) or become an inactive customer, our Privacy Policy will continue to apply to you.

Complaint Notification: Please direct complaints to: Reagan Goodman at Variant Private Wealth, LLC, 8133 Leesburg Pike, Suite 270, Vienna, VA 22182; (703) 760-7600.

Changes to This Privacy Policy: If we make any substantial changes in the way we use or disseminate confidential information, we will notify you. If you have any questions concerning this Privacy Policy, please contact us at: Variant Private Wealth, LLC, 8133 Leesburg Pike, Suite 270, Vienna, VA 22182; (703) 760-7600.

