

Item 1: Cover Page
Part 2A of Form ADV: Firm Brochure
March 2020

VI Institutional
1632 116th Ave NE Suite C
Bellevue, WA 98004

Firm Contact:
Bryton Stephens
Chief Compliance Officer

This brochure provides information about the qualifications and business practices of Vita Intellectus Institutional dba VI Institutional. If clients have any questions about the contents of this brochure, please contact us at (425) 633-2391 or Bryton@VitaIntellectus.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority. Additional information about our firm is also available on the SEC's website at www.adviserinfo.sec.gov by searching CRD #306427.

Please note that the use of the term "registered investment adviser" and description of our firm and/or our associates as "registered" does not imply a certain level of skill or training. Clients are encouraged to review this Brochure and Brochure Supplements for our firm's associates who advise clients for more information on the qualifications of our firm and our employees.

Item 2: Material Changes

VI Institutional is required to make clients aware of information that has changed since the last annual update to the Firm Brochure ("Brochure") and that may be important to them. Clients can then determine whether to review the brochure in its entirety or to contact us with questions about the changes.

Since the SEC approved our firm's initial registration on 12/06/2019, we have the material changes to report:

- We are applying to convert from SEC registration to registration with the state of Washington.
- Our firm has begun offering Wealth Planning & Consulting services. Please see Items 4 for a description of the service offering and Item 5 for information about our fees for this service.
- We have retired our Comprehensive Wealth Advisory Service, Private Client Group, and Asset Management services.
- Joshua Label has been designated as Chief Executive Officer of our firm. Please see Item 9 for information about his disciplinary history and Item 10 for information about his outside business activities.

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Item 4: Advisory Business

Our firm is dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a corporation formed under the laws of the State of Washington in 2019 and has been registered as an investment adviser since December 2019. We are applying to convert from SEC registration to registration with the state of Washington. Our firm is wholly owned by Bryton Stephens.

The purpose of this Brochure is to disclose the conflicts of interest associated with the investment transactions, compensation and any other matters related to investment decisions made by our firm or its representatives. As a fiduciary, it is our duty to always act in the client's best interest. This is accomplished in part by knowing our client. Our firm has established a service-oriented advisory practice with open lines of communication for many different types of clients to help meet their financial goals while remaining sensitive to risk tolerance and time horizons. Working with clients to understand their investment objectives while educating them about our process, facilitates the kind of working relationship we value.

Types of Advisory Services Offered

Wealth Planning & Consulting:

Our firm provides a variety of wealth planning and consulting services to clients for the management of financial resources based upon an analysis of current situation, goals, and objectives. Wealth planning services will typically involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, or Business and Personal Financial Planning. We may provide general asset allocation guidance within parameters of a plan held with outside custodians. This service is solely consultative in nature and involves no on-going supervision, trading, or discretion with respect to securities transactions. Clients are responsible for placing and executing their own trades. We provide non-continuous and periodic outside account monitoring.

Written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. Implementation of the recommendations will be at the discretion of the client. Our firm provides clients with a summary of their financial situation and observations for financial planning engagements. Financial consultations are not typically accompanied by a written summary of observations and recommendations, as the process is less formal than the planning service. Clients select whether to receive wealth planning or consulting services in the signed advisory agreement. Assuming that all the information and documents requested from the client are provided promptly, plans or consultations are typically completed within 6 months of the client signing a contract with our firm. Clients can select to receive ongoing wealth planning and consulting services in the signed advisory agreement.

Tailoring of Advisory Services

We offer general advice to all our clients.

Participation in Wrap Fee Programs

We do not offer wrap fee programs.

Regulatory Assets Under Management

We did not manage any assets on a discretionary basis or non-discretionary basis as of 12/31/2019 because our firm does not actively manage assets.

Item 5: Fees & Compensation

Compensation for Our Advisory Services

Wealth Planning & Consulting:

Our firm charges a flat monthly fee for wealth planning and consulting services based on the sum of up to 0.75% of the Client's net worth (excluding their primary residence) and up to 2.00% of their income as of the most recent fiscal year end. The total estimated fee, as well as the ultimate fee charged, is based on the scope and complexity of our engagement with the client. We consider the following factors when assessing the scope and complexity of an engagement: your financial position, estate planning needs, frequency of contact, household income, income sources, liabilities, net worth, retirement planning needs, financial goals, tax planning needs, and other factors. Total annual fees for low complexity clients range from \$0 - \$15,000, total annual fees for medium complexity clients will range from \$16,000 - \$40,000, and total annual fees for high complexity clients will start at \$40,000.

The estimated scope and complexity of our engagement will be determined on a case-by-case basis and detailed in the signed consulting agreement. Our firm will not require prepayment of fees exceeding \$500 when services cannot be rendered within 6 months. Clients will be directly invoiced for our wealth planning and consulting services.

Other Types of Fees & Expenses

Clients will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our fees and will be disclosed by the firm that the trades are executed through. Also, clients will pay the following separately incurred expenses, which we do not receive any part of: 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 and other fund expenses).

Termination & Refunds

Wealth Planning & Consulting clients may terminate their agreement at any time before the delivery of a financial plan or consultation by providing written notice. For purposes of calculating refunds,

clients will receive a pro-rata refund of unearned fees based on the time and effort expended by our firm.

Commissionable Securities Sales

We do not sell securities for a commission. In order to sell securities for a commission, we would need to have our associated persons registered with a broker-dealer. We have chosen not to do so. If we receive any other compensation for our advisory services, we will (i) offset that compensation against our stated fees, and (ii) will disclose to you the amount of such compensation, the services rendered for such compensation, the payer of such compensation and a description of our arrangement with the payer.

Item 6: Performance-Based Fees & Side-By-Side Management

Our firm does not charge performance-based fees.

Item 7: Types of Clients & Account Requirements

Our firm has the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plans; and
- Corporations, Limited Liability Companies and/or Other Business Types

Our firm does not impose requirements for our Wealth Planning & Consulting service.

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

Methods of Analysis

When providing general asset allocation guidance, we rely on the following methods of analysis in formulating our guidance:

Fundamental Analysis: We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock. In addition, there is a risk that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new

information, utilizing fundamental analysis may not result in favorable performance.

Cyclical Analysis: In this type of technical analysis, we measure the movements of a particular market or security against other markets or securities in an attempt to predict the price movement of the security. Risks include that cycles may invert or disappear and there is no expectation that this type of analysis will pinpoint turning points, instead be used in conjunction with other methods of analysis.

Technical Analysis: We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company or market. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Investment Strategies We Use

We may provide general asset allocation guidance within parameters of a plan held with outside custodians. This service is solely consultative in nature and involves no on-going supervision, trading, or discretion with respect to securities transactions. Clients are responsible for placing and executing their own trades. We provide non-continuous and periodic outside account monitoring. When providing general asset allocation guidance, we recommending the following strategies, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-Term Purchases: (Securities Held At Least a Year): When utilizing this strategy, clients purchase securities with the expectation of holding them for a relatively long time (typically held for at least a year). A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell. Typically we recommend this sub-strategy when we believe the securities to be well valued; and/or we want exposure to a particular asset class over time, regardless of the current projection for this class.

Short-Term Purchases: When utilizing this strategy, clients purchase securities with the expectation of selling them within a relatively short time (typically a year or less). We recommend this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase. The risk in this strategy is that the funds invested may decline sharply in value before we make a decision to sell. Frequent trading can also affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Trading: While not our standard recommendation, clients may purchase securities with the expectation of selling them very quickly (within 30 days or less). We would recommend this in an attempt to take advantage of our predictions of brief price swings. The risk associated with this strategy is that a high volume of trading activity may lead to increased transaction fees, returns are not guaranteed on any transaction and that the market can be volatile.

Short Sales: Clients may borrow shares of a stock for their portfolio from someone who owns the stock on a promise to replace the shares on a future date at a certain price. Those borrowed shares are then sold. On the agreed-upon future date, clients buy the same stock and return the shares to the original owner. We recommend short selling based on our determination that the stock will go

down in price after clients have borrowed the shares. If we are correct and the stock price has gone down since the shares were purchased from the original owner, the client account realizes the profit. The risks associated with this strategy include an unlimited downside as the gain is limited by the fact that the stock can't fall below zero, and the loss is unlimited because a stock's price can keep rising.

Margin Transactions: We may purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings. The risk in utilizing borrowed money is that clients may be subject to a margin call, where the addition of cash will be required to liquidate the position.

Option Writing: We may recommend options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts. A call gives clients the right to buy an asset at a certain price within a specific period of time. Clients may buy a call if we have determined that the stock will increase substantially before the option expires. A put gives the holder the right to sell an asset at a certain price within a specific period of time. Clients may buy a put if we have determined that the price of the stock will fall before the option expires. We may recommend options to "hedge" a purchase of the underlying security; in other words, we may recommend an option purchase to limit the potential upside and downside of a security clients have purchased for their portfolio. We may recommend "covered calls", in which clients sell an option on a security they own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We recommend a "statistical arbitrage strategy", in which clients purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors. Inherent risks associated with this strategy include time sensitivity and that options are less tangible than other investments. An options contract is for a short period - generally a few months. The buyer of an option could lose his or her entire investment even with a correct prediction about the direction and magnitude of a particular price change if the price change does not occur before the option expires. Options are book entry only investments and do not come with paper certificates of ownership.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and the account(s) could enjoy a gain, it is also possible that the stock market may decrease and the account(s) could suffer a loss. It is important that clients understand the risks associated with investing in the stock market, and that their assets are appropriately diversified in investments. Clients are encouraged to ask our firm any questions regarding their risk tolerance.

Item 9: Disciplinary Information

Josh Label and another investment adviser, Vita Intellectus, LLC, are currently the subject of pending civil litigation from several former clients alleging breach of fiduciary duty, statutory, and contractual responsibilities. For additional information, please search CRD #5032599 for Josh Label and CRD# 159164 for Vita Intellectus at www.adviserinfo.sec.gov.

Item 10: Other Financial Industry Activities & Affiliations

Bryton Stephens and Josh Label are also registered as investment advisor representatives with Vita Intellectus, LLC, another registered investment adviser. Vita Intellectus, LLC's advisory services are independent of VI Institutional's advisory services and are governed under a separate agreement. Additional information about Vita Intellectus, LLC can be accessed on the SEC's website at www.adviserinfo.sec.gov by searching CRD# 159164. Bryton Stephens's and Josh Label's registration with multiple advisers presents a conflict of interest because they are incentivized to refer clients to the adviser that charges a higher advisory fee in order to increase their compensation. However, Vita Intellectus, LLC is not accepting any new advisory clients and is expecting to withdrawal SEC registration in March 2020.

Josh Label is an owner and the president of the Human Potential Project, which provides business consulting and strategic services. The Human Potential Project's services are independent of VI Institutional's advisory services and are governed under a separate agreement.

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

As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Our fiduciary duty is the underlying principle for our firm's Code of Ethics, which includes procedures for personal securities transaction and insider trading. Our firm requires all representatives to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment with our firm, and at least annually thereafter, all representatives of our firm will acknowledge receipt, understanding and compliance with our firm's Code of Ethics. Our firm and representatives must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. If a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

Our firm recognizes that the personal investment transactions of our representatives demands the application of a Code of Ethics with high standards and requires that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, our firm also believes that if investment goals are similar for clients and for our representatives, it is logical, and even desirable, that there be common ownership of some securities.

In order to prevent conflicts of interest, our firm has established procedures for transactions effected by our representatives for their personal accounts¹. In order to monitor compliance with our personal trading policy, our firm has pre-clearance requirements and a quarterly securities transaction reporting system for all of our representatives.

Neither our firm nor a related person recommends, buys or sells for client accounts, securities in which our firm or a related person has a material financial interest without prior disclosure to the client.

Related persons of our firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

Likewise, related persons of our firm buy or sell securities for themselves at or about the same time they recommend clients buy or sell the same securities for their accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities prior to buying or selling for our clients in the same day unless included in a block trade.

Item 12: Brokerage Practices

Our firm does not recommend brokers to clients nor conduct block trades because we do not actively manage client assets on any custodial platforms.

Item 13: Review of Accounts or Financial Plans

Wealth Planning & Consulting clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. Our firm does not provide ongoing asset management services to Wealth Planning & Consulting clients, but are willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Wealth Planning & Consulting clients do not receive written or verbal updated reports regarding their financial plans unless they separately engage our firm for a post-financial plan meeting or update to their initial written financial plan.

¹ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Item 14: Client Referrals & Other Compensation

Client Referrals

We do not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with Rule 206 (4) 3 of the Investment Advisers Act of 1940.

Item 15: Custody

We do not have custody of client funds or securities because we do not manage assets or deduct advisory fees from client custodial accounts. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

Item 16: Investment Discretion

We do not accept discretionary authority to manage securities accounts on behalf of clients.

Item 17: Voting Client Securities

Our firm does not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, our firm will forward them to the appropriate client and ask the party who sent them to mail them directly to the client in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

Item 18: Financial Information

Our firm is not required to provide financial information in this Brochure because:

- Our firm does not require the prepayment of more than \$500 in fees when services cannot be rendered within 6 months.
- Our firm does not take custody of client funds or securities.
- Our firm does not have a financial condition or commitment that impairs our ability to meet contractual and fiduciary obligations to clients.
- Our firm has never been the subject of a bankruptcy proceeding.

Item 19: Requirements for State-Registered Advisers

Executive Officers & Management Persons

Bryton Shaun Stephens

Year of Birth: 1995

Business Background

- 12/2019 – Present Vita Intellectus Institutional, Inc. doing business as VI Institutional; Owner & Chief Compliance Officer
- 04/2019 – Present Vita Intellectus, LLC; Investment Advisor Representative
- 07/2011 – Present Vita Intellectus, LLC; Office Manager
- 07/2015 – 10/2016 Regus Management Group; Community Manager
- 09/2013 – 01/2015 University of Washington; Student

Licenses, Examinations, and Other Professional Designations:

- 04/2019; Series 65 Examination

Josh Label

Year of Birth: 1981

Formal Education:

- 2004; University of Washington – Bachelor Arts in Business Administration

Business Background

- 02/2020 – Present Vita Intellectus Institutional Inc. doing business as VI Institutional; Chief Executive Officer
- 10/2011 – Present Vita Intellectus, LLC; Managing Member and Investment Adviser Representative
- 06/2019 – Present Human Potential Project; President
- 08/2006 – 10/2011 Ameriprise Financial; Financial Advisor
- 08/2005 – 08/2006 Bank of America Investment Services Inc.; Personal Banker and Investment Adviser Representative
- 09/2004 – 08/2006 Bank of America; Personal Banker

Licenses, Examinations, and Other Professional Designations:

- 2005; Series 6, 63 Examinations
- 2006; Series 7, 66 Examinations

Outside Business Activity

Please see Item 10 of this Firm Brochure.

Performance Based Fees

Our firm does not charge performance-based fees.

Disciplinary Information

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Arrangements with Issuers of Securities

Our firm does not have compensation arrangements connected with advisory services which are in addition to our advisory fees. Our management persons and representatives do not have a relationship or arrangement with any issuer of securities.

As a fiduciary, our firm always put our Client's interest above our own. Information regarding participation of interest in client transactions can be found in our Code of Ethics as well as Item 11 of this Brochure. Clients may obtain a copy of our Code of Ethics by contacting Bryton Stephens, Chief Compliance Officer at (425) 406-6830.