

Item 1: Cover Page

bfinance US Limited **Form ADV Part 2A** **Investment Adviser Brochure**

220 North Green Street
Chicago, IL 60607
(312) 829-4353
www.bfinance.com

December 2021

This Brochure provides information about the qualifications and business practices of bfinance US Limited (“we”, “us”, “our”). If you have any questions about the contents of this Brochure, please contact David Vafai, Chief Executive Officer and Chief Compliance Officer, at +44 (207) 747-8621 or dvafai@bfinance.com

Additional information about our Firm is also available at <http://adviserinfo.sec.gov/firm/159903>. 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.

We are a registered investment adviser. Please note that use of the term “registered investment advisor” and a description of the Firm and/or our employees as “registered” does not imply a certain level of skill or training. For more information on the qualifications of the Firm and our employees who advise you, we encourage you to review this Brochure and the Brochure Supplement(s).

Item 2: Summary of Material Changes

In this Item of bfinance US Limited's ("bfinance" or the "Firm", "we", "us", "ours") Form ADV 2, we are required to discuss any material changes that have been made to Form ADV since the last Annual Amendment.

Material Changes since the Last Update

There have been no material changes since the Firm's last Annual Amendment dated May 13, 2021.

Annual Update

You will receive a summary of any material changes to our Form ADV brochure within 120 days of our fiscal year end. We may also provide updated disclosure information about material changes on a more frequent basis. Any summaries of changes will include the date of the last annual update of the ADV.

The Supplement to our Form ADV Brochure (Form ADV Part 2B) provides you with information regarding our employees that provide investment advice.

Full Brochure Available

Our Form ADV may be requested at any time, without charge by contacting David Vafai, Chief Executive Officer and Chief Compliance Officer, at +44 (207) 747- 8621 or dvafai@bfinance.com. Additional information about the Firm is also available via the SEC's website at <http://adviserinfo.sec.gov/firm/159903>. The SEC's website also provides information about any employees affiliated with the Firm who are registered as investment adviser representatives.

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Item 4: Advisory Business

Firm Information

Bfinance US Limited. (“bfinance”, the “Firm”, “we”, “us”, “ours”) is an independent, privately-owned financial services firm that is based in London, United Kingdom. In 2017, the Firm opened an office in Chicago, Illinois. Mr. David Vafai is co-founder of bfinance and serves as Chief Executive Officer and Chief Compliance Officer. The Firm is also registered with the SEC as a broker-dealer and the Firm and its principals are registered with the Financial Industry Regulatory Authority (“FINRA”). The Firm is a wholly-owned subsidiary of bfinance International Limited, which also owns bfinance UK Limited. Mr. Vafai is also Chief Executive Officer of bfinance International Ltd. and a Director of bfinance UK Limited.

Types of Advisory Services

We provide customized investment research to companies and institutional investors. The Firm offers investment strategy design, development, and review; investment manager search and analysis. It serves public and corporate pension funds, insurance companies, and financial institutions, as well as endowments, foundations, and family offices and sovereign wealth funds.

- As of April 14, 2021, we managed no assets under management (as defined by the SEC) on either a discretionary basis or non-discretionary basis.

Tailored Relationships

We tailor advisory services to the individual needs of the client.

Assets Under Management

We do not manage client assets.

Item 5. Fees and Compensation

Manager search and selection services

No fees are typically charged to our clients for the Firm's manager search and selection process. The fee to us is paid by the winning manager upon the funding. The fee paid by the winning manager to the Firm is a fixed fee expressed in basis points and is applied to new inflows of cash over the first three years. We believe that having a fixed fee reduces potential conflicts of interest in the search process since the Firm will receive the same fee regardless of which manager is chosen. The fee to be paid by the winning manager is disclosed to the client and to all participating managers, prior to bfinance undertaking the search.

Other services

Other services provided to the Firm's clients, such as one-off advisory projects, are typically charged on a flat one-off fee basis, whereas ongoing performance and risk monitoring services are charged on a quarterly fee basis. The level and timing of the fees depend on the nature of the work done and the service provided.

Item 6. Performance Based Fees and Side-by-Side Management

We do not charge performance-based fees to clients. As described in Item 5 above, our clients are not charged fees for the Firm's manager search and selection services. We believe it has addressed potential conflicts because our fee remains the same regardless of which manager is chosen, which allows us to choose managers based solely on the client's best interests.

Item 7. Types of Clients

Types of Clients

We provide customized investment research and advice to institutional investors, including, but not limited to, insurance companies, pension plans, sovereign wealth funds, endowments, foundations, and family offices. Clients are typically limited to institutions and other professional investors.

Account Minimum

As we do not manage client accounts, we have no minimum account size.

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

We are an independent, privately-owned, financial services firm that combines specialist expertise with a global perspective to help institutional investors develop, implement, and manage bespoke investment programs.

Manager selection is a critical step in implementing any investment program. Building the portfolio most likely to achieve certain financial goals requires getting two things right. First, you need to identify the right asset allocation. Second, you must implement that asset allocation in the right way. For many investors, implementing an asset allocation involves hiring professional managers. Our process of manager research and selection is formal, structured and repeatable to create comparative data points across institutions and asset managers. We lead bespoke manager selections across all asset classes.

Our **Portfolio Solutions** include Fee Benchmarking and Negotiation, Enhanced Monitoring, and proprietary Risk Analytics. We spend time to understand our clients up front in order to deliver useful information and qualitative insight. Monitoring includes developing customized reporting structures and performance assessment criteria for each investor. Fee Benchmarking delivers clear, customizable assessments of the fees that clients are paying to asset managers. Our Risk Analytics enables our clients to track exposures, make more informed investment decisions and improve diversification. Reports provide detailed risk attribution and customized alerts reflecting clients' specific risk limits, while ongoing risk advisory is also available.

Methods of Analysis

In conducting manager search services for clients, we tailor the process to a client's requirements, but also follow a systematic process which includes:

- Mandate definition
- Market Screening
- Absolute Screening (First Stage)
- Relative Screening (Second Stage)
- Due Diligence
- Client Decision

While we perform extensive analysis and make every effort to help our clients select appropriate managers, investment strategies are subject to risks and there is no assurance that the Firm's research process will ultimately result in managers who execute successful investment strategies. The descriptions contained below are a brief overview of certain risks related to our advisory services; however, they are not intended to serve as an exhaustive list or a comprehensive description of all risks that could arise in connection with the Firm's services.

Risk of Loss

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends and other distributions), and the loss of future earnings. You should be prepared to bear the following risks of loss:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar next year will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties (i.e., Non-traded REITs and other alternative investments) are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Cybersecurity Risk:** A breach in cyber security refers to both intentional and unintentional events that may cause an account to lose proprietary information, suffer data corruption, or lose operational capacity. This in turn could cause an account to incur regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures, and/or financial loss.
- **Pandemic Risk:** Large-scale outbreaks of infectious disease can greatly increase morbidity and mortality over a wide geographic area, crossing international boundaries, and causing significant economic, social, and political disruption.

Item 9. Disciplinary Information

There have never been any legal, regulatory, or disciplinary actions against the Firm or our management persons.

Item 10. Other Financial Industry Activities and Affiliations

Financial Industry Activities – Broker-Dealers

As mentioned previously, we are also registered with the SEC as a broker-dealer and the Firm, and its principals are registered with FINRA. The Firm, however, conducts limited activity as a broker dealer, has no referral or financial arrangements with other brokers or dealers, and does not believe that its registration as a broker-dealer poses any material conflicts of interest to its advisory clients. As also mentioned previously, the Firm is in common ownership with bfinance UK Limited. The Firm does not believe that material conflicts of interest result from this relationship.

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

Code of Ethics

Our employees must comply with a Code of Ethics and Statement for Insider Trading (the “Code”). The Code describes our high standard of business conduct, and fiduciary duty to our clients. The Code’s key provisions include:

- Statement of General Principles
- Policy on and reporting of Personal Securities Transactions
- A prohibition on Insider Trading
- Restrictions on the acceptance of significant gifts
- Procedures to detect and deter misconduct and violations
- Requirement to maintain confidentiality of client information

Our employees must acknowledge the terms of the Code at least annually, and any employee not in compliance with the Code may be subject to termination.

Personal Trading Practices

Both the Firm and our employees may invest in the same securities the securities clients invest in, however as we do not recommend securities nor manage portfolios, this is not considered a conflict of interest.

Item 12. Brokerage Practices

This item is not applicable to our advisory services because the Firm is not involved in executing securities transactions on behalf of clients.

Item 13. Review of Accounts

Reviews

We are typically engaged to perform manager searches as described above. We typically provide reports on the search including suitability analysis and a more in depth qualitative and quantitative evaluation. These reports are provided throughout the engagement.

Item 14. Client Referrals and Other Compensation

We enter into written arrangements to receive cash referral fees from money managers (“Advisor”) whom we recommend prospective clients through our manager search process. In these cases, there will be a written agreement between us as a Solicitor and the other Advisor which clearly defines the duties and responsibilities of the Firm under this arrangement. In addition, we will provide a written disclosure document, which explains to the prospective client the terms under which we are working with the Advisor and the fact that we are being compensated for the referral activities. We will also furnish a copy of the Advisor’s Form ADV Part 2 to the prospective client and obtain a written acknowledgement from the client that both ours and the Advisor’s disclosure documents have been received.

Item 15. Custody

We do not maintain custody of cash or securities for any client.

Item 16. Investment Discretion

We do not have discretionary authority to manage assets for clients.

Item 17. Voting Client Securities

We do not have authority to vote proxies on behalf of clients and therefore do not vote client securities.

Item 18. Financial Information

We have never filed for bankruptcy and are not aware of any financial condition that is likely to impair our ability to provide services to clients.