

Item 1 – Cover Page

Mariner Wealth Advisors-IC, LLC
dba Mariner Wealth Advisors

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July 30, 2021

This Brochure provides information about the qualifications and business practices of Mariner Wealth Advisors-IC, LLC (“MWA-IC,” the “Firm,” “we” or “us”). If you have any questions about the contents of this Brochure, please contact us at (913) 904-5700. 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. MWA is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information through which you determine to hire or retain an Adviser.

Additional information about the Firm is also available via the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for the Firm is 289886.

Item 2 – Material Changes

This Item 2 discusses only specific material changes that were made to this Brochure since the last annual update dated March 2, 2021. It does not describe other modifications to this Brochure, such as updates to dates and numbers, stylistic changes or clarifications.

- Item 4 was updated to reflect our current ownership structure as a result of Leonard Green & Partners, L.P. acquiring a minority stake in the Firm.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business's fiscal year. We may provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Brochure if requested based on changes or new information, at any time, without charge. Currently, our Brochure may be accessed at www.marinerwealthadvisors.com/legal or requested by contacting us at (913) 904-5700 or compliance@marinerwealth.com.

Item 3 – Table of Contents

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Advisory Business	4
Item 5 – Fees and Compensation	5
Item 6 – Performance-Based Fees and Side-By-Side Management	6
Item 7 – Types of Clients.....	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	8
Item 9 – Disciplinary Information	9
Item 10 – Other Financial Industry Activities and Affiliations.....	10
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading..	13
Item 12 – Brokerage Practices	15
Item 13 – Review of Accounts	16
Item 14 – Client Referrals and Other Compensation.....	17
Item 15 – Custody.....	18
Item 16 – Investment Discretion	19
Item 17 – Voting Client Securities	20
Item 18 – Financial Information	21
MARINER WEALTH ADVISORS-IC, LLC PRIVACY POLICY NOTICE	22

Item 4 – Advisory Business

About Mariner Wealth Advisors-IC, LLC

Mariner Wealth Advisors-IC, LLC (“MWA-IC,” the “Firm,” “we,” or “us”) is an investment adviser registered with the SEC. We are a limited liability company organized under the laws of Delaware since August 2017. We are wholly owned by Mariner, LLC d/b/a Mariner Wealth Advisors (“MWA”). MWA is wholly owned by Mariner Wealth Advisors, LLC (formerly known as Mariner Holdings, LLC and referred to herein as “Mariner”). MWA Midco, LLC (“Midco”) is the manager of Mariner. MWA Holdco, LLC (“Holdco”) is the manager of Midco. Holdco is owned by 1248 Holdings, LLC (formerly known as Bicknell Family Holding Company, LLC and referred to herein as “1248”), the Martin C. Bicknell Revocable Trust dated November 6, 2009, and GEI VIII MW Aggregator LLC (“MW Aggregator”). The O. Gene Bicknell Charitable Lead Trust of 2009 (“Bicknell Charitable”) is a beneficial owner of 1248. Martin Bicknell, Chief Executive Officer (“CEO”) and President of MWA, is the elected manager of 1248 and the majority shareholder in the 1248 Trust Company, Inc (“1248 Trust”). 1248 Trust is trustee of Bicknell Charitable. Peridot Coinvest Manager LLC (“Peridot”) is the manager of MW Aggregator. MW Aggregator is majority owned by GEI VIII MW Blocker LLC (“MW Blocker”) and minority owned by Green Equity Investors VIII, L.P. (“GEI LP”). GEI Capital VIII, LLC (“GEI Capital”) is the general partner of Green Equity Investors Side VIII, L.P. (“GEI Side”). Peridot is the non-member manager of MW Blocker and GEI Side is the sole member of MW Blocker. Leonard Green & Partners, L.P. (“LGP”) and the general partner of LGP are principally owned indirectly by John G. Danhakl, Jonathan D. Sokoloff, John M. Baumer and Jonathan A. Seiffer.

Referral Services

We provide referral services to MWA by introducing prospective clients to MWA who may have an interest in utilizing its investment advisory and related services. Please refer to MWA’s ADV Part 2A for additional information on services and private funds MWA and its affiliates offer. We do not provide personalized investment advice to clients and do not directly manage client assets. Our Form ADV Part 2A does not contain all the information you should consider before hiring or retaining an investment adviser. Before you enter into an agreement with another investment adviser, including MWA, you should thoroughly review its brochure and disclosure documents.

We had no assets under management as of December 31, 2020.

Item 5 – Fees and Compensation

We do not charge a fee for investment advisory services. If you enter into an agreement with MWA based on our referral, MWA will charge you a fee as set forth in your Agreement with MWA. Please refer to the Form ADV Part 2A of your investment adviser for additional information about the manner in which it receives compensation. As compensation for our referral, MWA pays to our investment adviser representatives a portion of the advisory fee you pay to MWA.

Certain of our investment adviser representatives are licensed insurance agents and receive compensation for the sale of insurance products to clients. To the extent such insurance products have commissions payable to an investment adviser representative, this presents a conflict of interest for the recommendation of such products for additional compensation. Item 10 further describes our affiliated broker-dealer, insurance companies or agencies and the conflict of interest that is presented when a representative of our Firm or MWA recommends that a client purchase an insurance commission product.

Annuities recommended by investment adviser representatives may contain charges, such as mortality and expense fees, administrative fees, and optional rider fees. These fees vary by company and are disclosed in the materials related to the insurance product. In addition, our insurance agency affiliate will receive a one-time or trail commission from the insurance company depending on the specific contract. Please refer to the insurance product materials for details.

Certain investment adviser representatives also receive compensation for referrals made to affiliates of MWA.

Item 6 – Performance-Based Fees and Side-By-Side Management

Performance-Based Fees

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). Please see MWA's ADV Part 2A for additional information regarding performance-based fees.

Side-by-Side Management

We do not manage client assets. Please see MWA's ADV Part 2A for additional information regarding MWA's management of client assets, including conflicts of interest and policies and procedures.

Item 7 – Types of Clients

We do not provide investment advice and do not manage assets for any type of client. We provide referral services to MWA through the introduction of prospective clients. The types of clients we refer to MWA include individuals (including high net worth individuals), pension and profit-sharing plans, corporations, and businesses.

If you enter into a written advisory agreement with MWA, you will become an advisory client of MWA. You will not be an advisory client of us. Upon becoming a client of MWA, MWA and its wealth advisors are legally obligated to act in your best interests when providing investment advisory services to you.

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

We provide referrals only and do not provide investment advice or manage your assets. If you choose to become a client of MWA upon our referral, please refer to MWA's ADV Part 2A, Item 8 for applicable Methods of Analysis and Investment Strategies.

Risk of Loss

Investing in securities involves a risk of loss that you should be prepared to bear, including loss of your original principal. Past performance is not indicative of future results; therefore, you should not assume that future performance of any specific investment or investment strategy will be profitable. We do not provide any representation or guarantee that your goals will be achieved. In addition to general investment risks, there are additional material risks associated with the types of strategies and private funds in which your account invests. Please refer to the relevant prospectus or offering materials for more information regarding risk factors for a particular investment in an ETF, closed-end fund, mutual fund, private fund or other pooled vehicle. Depending on the different types of investments and strategies employed for your account, there are varying degrees of risk.

Item 9 – Disciplinary Information

Item 9 is not applicable to us as we have no reportable material legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

We have relationships and arrangements that are material to our advisory business or to our clients with related persons that provide a variety of financial services and products, as detailed below. We recommend the services and products offered by our affiliates or parties in which we have a financial interest when appropriate for a client.

If you choose to utilize the investment advisory services of MWA, MWA will, if deemed appropriate for you, recommend that you invest in private funds and/or receive services by one or more affiliates should your wealth advisor determine such investments are in your best interest and in accordance with your investment objectives. There exists a conflict of interest in MWA's recommendation of such private funds or services as revenues earned by the related party ultimately flow to MWA's parent company, Mariner, or to Mariner's parent company, 1248. Martin Bicknell, the CEO and President of MWA, has significant, indirect ownership stakes in Mariner and 1248, who own various other investment managers or other financial entities as detailed below. The affiliated services, products and private funds charge fees in addition to the fees charged by MWA. MWA has mitigated this conflict by disclosing it to clients and not sharing any revenue from affiliated services, products and private funds with the wealth advisors who recommend client investments. Further, the affiliated services, products and private funds are recommended to clients by wealth advisors with consideration of various factors, including, but not limited to, the client's investment objective and financial circumstances. MWA has procedures in place to monitor the conflicts of interest presented by these relationships.

Other Investment Advisers

We provide introductions of clients to an affiliated SEC registered investment adviser, MWA (CRD No. 140195).

If you choose to utilize the investment advisory services of MWA, MWA will, if deemed appropriate for you, recommend the private funds managed by MWA and/or certain affiliated advisers for management of your assets.

The Firm is affiliated, and under common control with Mariner Platform Solutions, LLC (CRD No. 305418), a SEC registered investment adviser.

The Firm is affiliated, and under common control with the following investment advisers as a result of 1248's significant ownership stake through its subsidiary holding company, Montage Investments, LLC:

- Alegria Energy, LLC (CRD No. 281531);
- Flyover Capital Partners, LLC (CRD No. 173709), an exempt reporting investment adviser; and
- Ubiquity Management, LP (CRD No. 311168), an exempt reporting investment adviser.

Through the ownership structures discussed above, Mariner's affiliates have a passive, direct or indirect minority financial interest in the following investment advisers.

- Eaglebrook Advisors, Inc (CRD: 304438), a state-registered investment adviser; and
- ReAllocate Advisors, LLC (CRD: 291921), a SEC registered investment adviser.

These investment advisers provide advisory services to a variety of clients, across various different formats, including through separately managed accounts, model portfolios and facilitating access to online marketplaces (please see the Form ADV of each adviser for specific information). MWA recommends or allocates client capital to these investment advisers should a client's adviser determine such investments are in the client's best interest and in accordance with the client's investment objectives

Broker-Dealer

We are affiliated, and under common control, with MSEC, LLC ("MSEC") (CRD No. 154327) a broker/dealer registered with the SEC and various state jurisdictions, member of the Financial Industry Regulatory Authority (FINRA), Securities Investor Protection Corporation (SIPC), and Municipal Securities Rulemaking Board (MSRB). Certain wealth advisors of MWA may maintain certain non-discretionary accounts with MSEC and trade client accounts through MSEC, including, but not limited to, 529 plans, direct mutual funds, and variable annuities. This is a conflict of interest due to commissions received from the financial products by the wealth advisor who is also registered with MSEC.

MWA uses MSEC to execute certain fixed income securities transactions. MSEC's compensation comes in the form of a markup. MSEC and MWA are under common control and therefore, their owners receive a benefit from the execution of MWA advisory client trades through MSEC. Please see MWA's ADV Part 2A for more information regarding this conflict of interest.

Trust Company

We are under common control with, and in certain situations MWA will refer clients to utilize the trust services provided by, Mariner Trust Company, LLC. Mariner Trust Company, LLC, is a state-chartered public trust company organized under the laws of South Dakota and serves to provide its customers with administrative trust services and other related services. The entity is subject to the regulatory oversight of the South Dakota Department of Labor and Regulation. MWA is deemed to have custody of any client account where Mariner Trust Company, LLC serves as trustee or co-trustee.

Investment Banking Firm

We are under common control with Mariner Capital Advisors, LLC, ("MCA") which provides investment banking, valuation advisory and forensic accounting services. To the extent that a client requires these services, MWA will recommend MCA, all of which services shall be rendered independent of MWA pursuant to a separate agreement between the client and MCA. In addition

to the indirect financial incentive to refer clients due to common ownership, certain investment adviser representatives of the Firm may receive a portion of the fee paid to MCA.

Insurance Companies or Agencies

We are under common control with Mariner Insurance Resources, LLC, an insurance agency. Certain associates of MWA are licensed insurance agents with this company and in such capacity recommend the purchase of certain insurance-related products. These individuals are compensated for the sale of these insurance-related products.

Certain of our investment adviser representatives are licensed insurance agents and in such capacity are compensated for the sale of insurance-related products. The recommendation that a client purchase an insurance commission product presents a conflict of interest, as the receipt of commission provides an incentive to recommend investment products based on commissions received, rather than on a particular client's need. No client is under any obligation to purchase any commission products, including those sold by affiliates as referenced herein. Additionally, certain of our investment adviser representatives receive compensation for referrals to affiliates in addition to the indirect financial incentive to recommend the affiliate(s) due to common ownership. Clients are reminded that they may purchase insurance products recommended through other non-affiliated agencies.

Legal Services Solution

Through the ownership structures discussed above, Mariner's affiliates have a passive, direct or indirect minority financial interest in Vanilla, a software solution that provides certain legal services. To the extent that a client requires these services, MWA recommends Vanilla, all of which services shall be rendered independent of MWA pursuant to a separate agreement between the client and Vanilla.

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

Overview of Code of Ethics and Personal Trading

We have adopted a code of ethics that sets forth the standards of conduct expected of our supervised persons and requires compliance with applicable securities laws (“Code of Ethics”). In accordance with Section 204A of the Advisers Act, the Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by us or any of our supervised persons. The Code of Ethics also requires that certain of our personnel (“access persons”) report their personal securities holdings and transactions and obtain pre-approval of transactions in certain securities deemed reportable under the Code of Ethics, including equities, exchange traded funds, options, initial public offerings, limited offerings and virtual coins or tokens in initial coin offerings.

A conflict of interest exists to the extent investment adviser representatives of the Firm, MWA and/or its related persons invest in the same securities that are recommended to MWA clients. In order to address this conflict of interest, MWA has implemented certain policies and procedures in its Code of Ethics, as further described herein. If an access person is aware that MWA or an advisor within MWA is purchasing/selling any security on behalf of a client, the access person may not themselves effect a transaction in that security until the transaction is completed for all clients. This does not include transactions for accounts that are executed as part of a block trade within a managed strategy or for accounts over which the access person has no direct or indirect influence or control. These requirements are not applicable to:

- (i) direct obligations of the Government of the United States;
- (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments (High quality short-term debt instrument is defined as any instrument having a maturity at issuance of fewer than 366 days and which is rated in one of the highest two rating categories by a nationally recognized statistical rating organization, or which is unrated but is of comparable quality);
- (iii) shares issued by money market funds;
- (iv) shares issued by open-end mutual funds (other than exchange traded funds); and
- (v) shares issued by unit investment trusts that are invested exclusively in one or more unaffiliated open-end mutual funds (other than exchange traded funds).

No supervised person may trade, either personally or on behalf of others, (including client accounts), while in the possession of material, nonpublic information, nor may any supervised person communicate material, nonpublic information to others in violation of the law.

Clients or prospective clients may request a copy of the Code of Ethics by contacting us at (913) 904-5700 or compliance@marinerwealth.com.

Participation or Interest in Client Transactions

If MWA determines that it is appropriate based on the client's investment objectives and investor status, MWA recommends to clients, or buy or sell for client accounts, securities in which our related persons have a financial interest. Please see MWA's Form ADV Part 2A for information regarding the policies and procedures it has implemented in order to address the conflict this presents.

Item 12 – Brokerage Practices

We do not provide investment advisory services to clients nor do we manage client assets. Therefore, we do not select or recommend broker-dealers for client transactions and do not execute transactions for clients. Please review the Form ADV Part 2A of your investment adviser for a description of their brokerage practices.

Item 13 – Review of Accounts

With the exception of referring clients to MWA, we do not provide investment advisory services to clients nor do we manage client assets. As such, we do not perform account reviews or provide written reports regarding your accounts.

Item 14 – Client Referrals and Other Compensation

Our investment adviser representatives are compensated for referring clients to MWA and its affiliates. Compensation is paid in accordance with an agreement between the investment adviser representative and the Firm. In addition, our investment adviser representatives receive additional compensation, such as conferences, meetings, and incentive trips. We do not pay anyone to refer advisory clients to us.

From time to time, we receive indirect compensation from service providers or third-party vendors in the form of gifts, entertainment and/or gratis attendance at industry conferences, meetings, and other educational events. When received, these occasions are evaluated to ensure they are reasonable in value and customary in nature to ensure their occurrence does not present any conflicts of interest.

Item 15 – Custody

We do not maintain custody of client funds or securities. You should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge clients to carefully review such statements and compare such official custodial records to the account statements that your investment adviser provides to you, if applicable.

Item 16 – Investment Discretion

We do not have investment discretion over client accounts. If you become a client of another investment adviser, you may grant discretionary authority to your investment adviser so that he or she can select the identity and amount of securities to be bought or sold in your account.

Item 17 – Voting Client Securities

We do not manage client accounts and have no authority to vote client securities.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to clients and have not been the subject of a bankruptcy proceeding.

MARINER WEALTH ADVISORS-IC, LLC PRIVACY POLICY NOTICE

Our Commitment to your Privacy

As a client or prospective client of Mariner Wealth Advisors-IC (MWA-IC), you share both personal and financial information with us. Your privacy is important to us, and we are dedicated to safeguarding your personal and financial information.

Information Provided

In the normal course of business, we typically obtain nonpublic personal information about our prospective and current clients, which may include but is not limited to:

- Personal identity such as name, address and social security number;
- Information regarding securities transactions effected by us or others;
- Information reported on applications or other forms provided by the client, including but not limited to net worth, assets, income, accounts and balances;
- Information developed as part of financial plans, analysis and other advisory services.

How We Manage and Protect Your Personal Information

In order to protect current, prospective and former clients' nonpublic, personal information, we maintain physical, electronic and procedural safeguards. MWA-IC also limits access to personal information to individuals who need to know that information in order to service your account.

Our Privacy Policy restricts the use of your information and requires that it be held in strict confidence. Specifically:

- We do not share any of the above referenced non-public personal information about current, prospective and/or former clients to third parties, other than to our affiliates, nor is it our practice to disclose such information to third parties unless necessary to administer, manage, service, and provide related services for client accounts or as permitted to do so by law.
- In the event we deem it necessary to share information with outside companies that perform administrative services for MWA-IC, our contractual arrangements with these service providers require them to treat current, prospective and/or former client information as confidential.
- Except as otherwise stated above, we will only release non-public personal information if a client or client representative directs us to do so, or if we are compelled by law to disclose personal information, such as to government entities, credit bureaus or in response to subpoenas.

In situations where a financial institution does disclose customer information to nonaffiliated third parties, other than permitted or required by law, customers must be given the opportunity to opt out or prevent such disclosure. As described herein, MWA-IC does not share or disclose current, prospective and/or former clients' nonpublic, personal information to nonaffiliated third parties except where permitted or required by law. Should MWA-IC determine to change its privacy policy to permit disclosure of non-public information not covered under applicable law, we will allow our clients the opportunity to opt out of such disclosure.

Client Notifications

We will annually provide a notice to clients of our privacy policy. In the event of any changes to our privacy policy, we will provide clients with notice of such changes.