

Rapid Response Capital Management, Inc.

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Santa Marta, Magdalena, Colombia

www.RapidresponseCapital.com

Form ADV Part 2A

Client Brochure

July 20, 2021

This brochure (“Brochure”) provides information about the qualifications and business practices of Rapid Response Capital Management, Inc. (“Rapid Response Capital Management, Inc.”), a registered investment adviser. Registration does not imply a certain level of skill or training but only indicates that Rapid Response Capital Management, Inc. has registered its business with state and federal regulatory authorities, including the United States Securities and Exchange Commission. 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.

If you have any questions about the contents of this Brochure, please contact us at 720-351-3553 or support@rapidresponsecapital.com

Additional information about Rapid Response Capital Management, Inc. is available on the SEC’s website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for the Advisor is 315624. Rapid Response Capital Management, Inc. is also available on the SEC’s website at www.adviserinfo.sec.gov.

Form ADV Part 2 Client Brochure

Item 3 Table of Contents

Client Brochure.....	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.....	8
Item 7 Types Of Clients.....	9
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	10
Item 9 Disciplinary Information	14
Item 10 Other Financial Industry Activities and Affiliations	15
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading ..	16
Item 12 Brokerage Practices	17
Item 13 Review of Accounts.....	18
Item 14 Client Referrals and Other Compensation.....	19
Item 15 Custody	20
Item 16 Investment Discretion.....	21
Item 17 Voting Client Securities.....	22
Item 18 Financial Information	23

Form ADV Part 2 Client Brochure

Item 4 Advisory Business

A. General Description of the Firm

Rapid Response Capital Management, Inc. is an advisory firm that manages investment accounts of clients ("Clients") through various strategies deemed appropriate for a client's circumstances. We have been in business since 2021. Rapid Response Capital Management, Inc. is a privately held company with 50% of the shares owned by Christopher Lottes and 50% by Michael Hartmann (from now on referred to as "the principals").

Rapid Response Capital Management, Inc., licenses proprietary investment analysis software developed and owned by Wealthnet Research Services, Inc.. Additional information about Rapid Response Capital Management, Inc.'s ownership structure and directors is provided in Schedule A of Part 1A of Rapid Response Capital Management, Inc.'s Form ADV.

B. Summary of Rapid Response Capital Management, Inc.'s Advisory Services

Rapid Response Capital Management, Inc. offers a unique software based financial advisory service based on persistency based investment management philosophies. We manage/advise a Client's portfolio by 1) Identifying a client's risk tolerance as we deem it imperative that clients can stay with a program, even during declining market environments, 2) the recommended mix of between equity and fixed income investments based on the Client's specific risk tolerance, 3) selecting and investing in the highest rated fund available to the client according to the proprietary risk/return analysis software used, 4) selling those funds and replacing them with newest highest rated funds according to our software, 5) in times of perceived high market risk as identified by our proprietary model moving client funds to more conservative assets to attempt to preserve capital. Except in highly volatile market conditions funds will not be liquidated if they would incur custodian or fund level early redemption fees.

Our strategies can implemented in the vast majority of brokerage accounts, and our "Retirement Plan Rapid Response" program can be implemented in the vast majority of company and other organizations retirement plans, including, but not limited to to 401(k) and 403(b) plans.

C. Tailored Services and Investment Restrictions

Rapid Response Capital Management, Inc. tailors its software based financial advisor service to the individual needs of each of its Clients, and subject to certain product features and account limitations that prospective investors should consider, as described further below in Item 7. Accounts for Clients (“Client Accounts” or “Accounts”) are opened and maintained according to a Client Account Agreement (“Account Agreement”) which describes the discretionary authority that a Client grants to Rapid Response Capital Management, Inc. Clients not wishing to grant discretionary authority will not be able to participate in our program.s

The firm reserves the right to discontinue providing investment services, at it’s sole discretion, after giving notice in writing, via mail or email.

To tailor its software based financial advisor services to each Client, Rapid Response Capital Management, Inc. uses a third party risk analysis software ("Vanguard Investor Questionnaire") to measure an investor’s risk tolerance.

D. Wrap Fee Programs

Rapid Response Capital Management, Inc. does not sponsor or participate in any wrap fee programs.

E. Assets Under Management

As of July 20, 2021 the firm manages \$ 0 for our clients.

Form ADV Part 2 Client Brochure

Item 5 Fees and Compensation

A. Advisory Fees

Rapid Response Capital Management, Inc. is compensated for its advisory services by a flat fee per account advised, whether discretionary or non- discretionary. This fee is calculated in accordance with the following fee schedule:

- 1.8% annually billed in quarterly increments of the first \$250,000 advised
- 1.5% annually billed in quarterly increments of the next \$250,000 advised
- 1.2% annually billed in quarterly increments of the next \$500,000 advised
- 0.9% annually billed in quarterly increments of any amount in excess of \$1,000,000 advised

Rapid Response Capital Management, Inc. reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain Client Accounts for any period of time determined by Rapid Response Capital Management, Inc.. In addition, Rapid Response Capital Management, Inc. may reduce or waive its fees for the Accounts of some Clients without notice to, or fee adjustment for, other Clients.

The firm requires quarterly prepayment of the fees, through an outside credit card processor, or through direct billing and fee deductions for an account held through a custodian that will permit direct billing and fee deduction. After deduction of a \$200 administrative fee we will refund a pro rata fee for client terminations.

At a future time the firm may offer investment advisory newsletter providing specific recommendations for various brokerage universes of investment or subaccounts of life insurance annuity contracts.

B. Other Account Fees

Rapid Response Capital Management, Inc. is a “fee only” investment advisor, and other than its advisory fee, consulting fees or subscription fees described above, neither the firm nor its employees receive or accept any direct or indirect compensation related to investments that are purchased or sold for Client Accounts.

However, some of the Firm’s principals are licensed insurance agents. Through this registration they can, and do, sell insurance products to Clients separately from their services as an investment adviser representative of the Firm. All such commissions are separate from the fees outlined above. This creates a conflict of interest because it creates a financial incentive to recommend investment products based on compensation rather than on a client’s need.

Form ADV Part 2

The principals address the conflict of interest by telling clients when they are acting as an insurance agent. Additionally, the principals and staff, as well as the Firm, attempt to mitigate any conflicts of interest to the best of their ability by acting in the client's best interest.

However, in addition to advisory fees, Clients may also pay other fees or expenses to third-parties. The issuer of some of the securities or products we purchase for Clients, such as ETFs, variable or fixed annuities, or other similar financial products, may charge product fees that affect Clients. Rapid Response Capital Management, Inc. does not charge these fees to Clients, and does not benefit directly or indirectly from any such fees.

Form ADV Part 2 Client Brochure

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

Rapid Response Capital Management, Inc. does not charge performance-based fees. Our advisory fees are only charged as disclosed above in Item 5.

Form ADV Part 2 Client Brochure

Item 7 Types Of Clients

The minimum account size advised by the firm is \$20,000, however, individual exemptions for smaller account sizes may be made.. Additional requirements for opening an Account with Rapid Response Capital Management, Inc. are described in Item 4, above.

At any time, a Client may terminate an Account, or withdraw all or part of an Account, or update her investment profile, which may initiate an adjustment in the Accounts' holdings. In that case, unless otherwise directed by the Client, Rapid Response Capital Management, Inc. will sell securities in a portion of the Account, in the case of a partial withdrawal, at market prices at the time of the withdrawal or update. In case of termination of the account from investment management Rapid Response Capital Management, Inc. will not take further action in the account, and the account will retain those securities held at the termination of advisory agreement.

Investors evaluating Rapid Response Capital Management, Inc.'s financial advisor service should be aware that Rapid Response Capital Management, Inc.'s relationship with Clients is likely to be different from the "traditional" investment advisor relationship in several aspects:

1. Rapid Response Capital Management, Inc. is a software based financial advisor which means each Client must acknowledge her ability and willingness to conduct her relationship with Rapid Response Capital Management, Inc. on an electronic basis. Under the terms of the Account Agreement, each Client agrees to receive all Account information and Account documents (including this Brochure), and any updates or changes to same, through her access to the Site and Rapid Response Capital Management, Inc.'s electronic communications. Unless noted otherwise on the Site or within this Brochure, Rapid Response Capital Management, Inc.'s advisory service, the signature for the Account Agreement, and all documentation related to the advisory services are managed electronically. Rapid Response Capital Management, Inc. does make individual representatives available to discuss servicing matters with Clients.
2. To provide its advisory services and tailor its investment decisions to each Client's specific needs, Rapid Response Capital Management, Inc. collects information from each Client. Rapid Response Capital Management, Inc. maintains this information in strict confidence subject to its Privacy Policy, which is provided on the Site. When customizing its investment solutions, Rapid Response Capital Management, Inc. relies upon the information received from a Client. Although Rapid Response Capital Management, Inc. contacts its Clients periodically as described further in Item 13 below, a Client must promptly notify Rapid Response Capital Management, Inc. of any change in her financial situation or investment objectives that might require a review or revision of her portfolio.

Form ADV Part 2 Client Brochure

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

For its software based financial advisor service, Rapid Response Capital Management, Inc. provides Clients with financial advice that is based broadly on momentum theories of portfolio management, modified by some proprietary elements.

The underlying philosophy is that securities that have shown high recent risk adjusted returns have a greater chance of providing above average risk adjusted returns in the next 60 to 120 days. Substantial finance research has been conducted in this area, including by Mr. Hartmann, who received 2nd place in 2012 NAAIM Wagner Award finance research competition focusing on these effects.

Rapid Response Capital Management, Inc. weekly reviews the population of approximately 7,000 open end mutual funds to identify the most promising funds at the time via the proprietary software technology.

Rapid Response Capital Management, Inc. monitors our Clients' portfolios at least on a weekly basis, and automatically rebalances them back to a reasonable approximation of the Clients' target when one, or a set of mutual funds is exchanged for another.

At times of perceived market risk the firm may, at its discretion, elect to delay or modify certain fund investments in order to strive for greater capital preservation. This goal may, or may not, be achieved, like all investment goals and strategies.

We do not consider tax implications when making investment selections, as we believe that improving rates of return yields are more significant result for clients, rather than tax minimization.

RISK CONSIDERATIONS

Rapid Response Capital Management, Inc. cannot guarantee any level of performance or that any Client will avoid a loss of Account assets. **Any investment in securities involves the possibility of financial loss that Clients should be prepared to bear.**

When evaluating risk, financial loss may be viewed differently by each Client and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks may not be all-inclusive, but should be considered carefully by a prospective Client before retaining Rapid Response Capital Management, Inc.'s services. These risks should be considered as possibilities, with additional regard to their actual probability of occurring and the effect on a Client if there is in fact an occurrence.

Form ADV Part 2

Market Risk – The price of any security or the value of an entire asset class can decline for a variety of reasons outside of Rapid Response Capital Management, Inc.’s control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. If a Client has a high allocation in a particular asset class it may negatively affect overall performance to the extent that the asset class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that outperforms other asset classes in a particular period will cause that Client Account to underperform relative to the overall market.

Advisory Risk –There is no guarantee that Rapid Response Capital Management, Inc.’s judgment or investment decisions about particular securities or asset classes will necessarily produce the intended results.

Rapid Response Capital Management, Inc.’s judgment may prove to be incorrect, and a Client might not achieve her investment objectives. Rapid Response Capital Management, Inc. may also make future changes to the investing algorithms and advisory services that it provides. In addition, it is possible that Clients or Rapid Response Capital Management, Inc. itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to Rapid Response Capital Management, Inc.’s software based financial advisory service. Rapid Response Capital Management, Inc. and its representatives are not responsible to any Client for losses unless caused by Rapid Response Capital Management, Inc. breaching its fiduciary duty.

Volatility and Correlation Risk – Clients should be aware that Rapid Response Capital Management, Inc.’s asset selection process is based in part on a careful evaluation of past price performance and volatility in order to evaluate future probabilities. However, it is possible that different or unrelated asset classes may exhibit similar price changes in similar directions which may adversely affect a Client, and may become more acute in times of market upheaval or high volatility. **Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.**

Liquidity and Valuation Risk –High volatility and/or the lack of deep and active liquid markets for a security may prevent a Client from selling her securities at all, or at an advantageous time or price because Rapid Response Capital Management, Inc. because mutual funds may limit or suspend redemption privileges at their discretion. Some securities (including open end mutual funds) that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios. While Rapid Response Capital Management, Inc. values the securities held in Client Accounts based on reasonably available security data, Rapid Response Capital Management, Inc. may from time to time receive or use inaccurate data, which could adversely affect security valuations, transaction size for purchases or sales, and/or the resulting advisory fees paid by a Client to Rapid Response Capital Management, Inc., as well as potentially triggering transactions not anticipated by the investment system.

Credit Risk – Rapid Response Capital Management, Inc. cannot control, and Clients are exposed to the risk that financial intermediaries or security issuers may experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. This risk applies to assets on deposit with any Custodian utilized by Client, notwithstanding asset segregation and insurance requirements that are beneficial to clients generally. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of Client securities. Finally, any issuer of

Form ADV Part 2

securities may experience a credit event that could impair or erase the value of the issuer's securities held by a Client.

Legislative and Tax Risk - Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations.

Foreign Investing and Emerging Markets Risk - Foreign investing involves risks not typically associated with U.S. investments, and the risks may be exacerbated further in emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social and economic developments affecting one or more foreign countries. In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.

Concentration and Non-diversification Risk - All of the client's funds may be concentrated in investments focused on the same single sector, country or region, leading to highly concentrated exposures, resulting in potentially significantly greater opportunity for gain, and risk of loss, than a broadly diversified portfolio. As a result the strategy's performance may be more sensitive to any single economic, business, political or regulatory occurrence than the value of a diversified investment.

Inflation, Currency, and Interest Rate Risks - Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by Rapid Response Capital Management, Inc. may be affected by the risk that currency devaluations affect Client purchasing power.

Form ADV Part 2 Client Brochure

Item 9 Disciplinary Information

Like all registered investment advisors, Rapid Response Capital Management, Inc. is obligated to disclose any disciplinary event that might be material to any Client when evaluating our services.

We do not have any legal, financial, regulatory, or other “disciplinary” item to report to any Client. This statement applies to our firm and to every employee of our firm.

Form ADV Part 2 Client Brochure

Item 10 Other Financial Industry Activities and Affiliations

A. BROKER-DEALER AFFILIATIONS

The Firm is not associated with a broker-dealer.

B. FUTURES/COMMODITIES FIRM AFFILIATION

The Firm is not affiliated with a futures or commodities broker.

C. Other Industry Affiliations

Mr. Hartman is a certified public accountant and does income tax preparation. Mr. Hartmann may recommend these services to the Firm's clients. With the ability to work as a client's certified public accountant and investment adviser representative, this could be viewed as a conflict of interest because each service pays a separate fee or commission. However, Mr. Hartmann attempts to mitigate any conflicts of interest to the best of his ability by placing the client's interests ahead of his own and through the implementation of policies and procedures that address the conflict

Form ADV Part 2 Client Brochure

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

The Firm's Code of Ethics establishes ideals for ethical conduct upon fundamental principles of openness, integrity, honesty, and trust. The Firm will provide a copy of our Code of Ethics to any Client or prospective Client upon request.

The Firm's Code of Ethics covers all supervised persons and it describes its high standard of business conduct, and fiduciary duty to its Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at the Firm must acknowledge the terms of the Code of Ethics annually, or as amended.

On occasion, the Firm's owners and investment adviser representatives may buy or sell for their own accounts securities that are the same as, similar to, or different from those that they recommend to their clients for purchase or sale. Differences can arise due to variations in personal goals, investment horizons, risk tolerance, and the timing of purchases and sales. The Firm attempts to mitigate the conflict of interest to the best of its ability through the enactment of the Firm's code of ethics, trading policies, and its fiduciary responsibilities. Nonetheless, the Firm generally attempts to place client transactions ahead of the owner and investment adviser representative's trades. The associates of the Firm are aware of their fiduciary duty to their Front clients and the prohibitions against the use of any insider information. Records of all associates' proprietary trading activities will be kept by the Firm, available to regulators to review on the premises.

Form ADV Part 2 Client Brochure

Item 12 Brokerage Practices

Rapid Response Capital Management, Inc. is exclusively a fee-only investment advisory firm, and does not require the use of any specific brokerage firm for advisory programs. However, if the client wishes to have the firm trade accounts in accordance with our strategy discretionary authority has to be granted, and the account has to be maintained at Interactive Brokers, for any program other than "Retirement Plan Rapid Response" or "TSP Rapid Response". For "Retirement Plan Rapid Response" or "TSP Rapid Response" the custodian will remain the custodian for the client's retirement plan, and trades will be executed by us through the FeeX trading platform, which facilitates the execution of trades in retirement plans by us.

Form ADV Part 2 Client Brochure

Item 13 Review of Accounts

The custodian firms utilized by Wealth Net Advisors may offer online account review and servicing features, but client's should make sure that the custodian selected by them offers the desired level of reporting.

Form ADV Part 2 Client Brochure

Item 14 Client Referrals and Other Compensation

Rapid Response Capital Management, Inc. expects from time to time to run promotional campaigns to attract Clients to open Accounts on the Site. These promotions may include additional Account services or products offered on a limited basis to select Clients, more favorable fee arrangements, and/or reduced or waived advisory fees for Clients.

These arrangements may create an incentive for a third-party or other existing Client to refer prospective Clients to Rapid Response Capital Management, Inc., even if the third-party would otherwise not make the referral. These arrangements may also create a conflict of interest for a Client to maintain a certain level of assets managed through Rapid Response Capital Management, Inc. if doing so would result in eligibility to receive an incentive, bonus or additional compensation.

Rapid Response Capital Management, Inc. may also pay pre-determined fees to third-parties for driving new users to Rapid Response Capital Management, Inc., which may be in the form of so-called CPM, CPC or CPA arrangements (respectively, impressions, clicks or actions through other websites).

If Rapid Response Capital Management, Inc. determines in the future to pay or compensate a third-party for Client referrals, Rapid Response Capital Management, Inc. will disclose this practice in writing to the Client and comply with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, to the extent required by applicable law.

Form ADV Part 2 Client Brochure

Item 15 Custody

Rapid Response Capital Management, Inc. does not maintain custody of any Client funds or securities. Rapid Response Capital Management, Inc. provides instructions the custodian selected by the client regarding the investment of the Client's assets (see Item 10).

Each Client will receive Account information directly from the Custodian at his or her address of record on at least a quarterly basis. Each Client should carefully review this information and compare it with information provided by Rapid Response Capital Management, Inc. when they are evaluating Account performance, securities holdings, and transactions. Only the Broker's (or other third-party's) trading confirmations and statements represent the official records of a Client's Account.

Form ADV Part 2 Client Brochure

Item 16 Investment Discretion

Rapid Response Capital Management, Inc. requires that an Account Agreement be completed by a Client who decides to retain Rapid Response Capital Management, Inc. as her investment advisor. Under the terms of the Account Agreement, Rapid Response Capital Management, Inc. assumes full discretionary trading and investment authority over the Client's assets held with the Broker or Custodian. This means that Rapid Response Capital Management, Inc. is given full authority under a power of attorney arrangement to select the timing, size, and identity of securities to buy and sell for the Client. Additional information about the Account Agreement can be found in Items 4 and 7, above.

Rapid Response Capital Management, Inc. will also provide non discretionary advice to clients, where it deems that it can adequately manage the account within the scope of the funds available for selection, and will communicate specific buy and sell recommendations to the client via email.

Form ADV Part 2 Client Brochure

Item 17 Voting Client Securities

Rapid Response Capital Management, Inc. does not have, or exercise, voting authority with respect to securities owned by Clients. If applicable, Clients will receive their proxy information directly from their Broker, and may contact Rapid Response Capital Management, Inc. with questions at support@RapidResponseCapital.com.

Form ADV Part 2 Client Brochure

Item 18 Financial Information

This Item is not applicable because Rapid Response Capital Management, Inc. does not require or solicit the prepayment of any advisory fees of more than 90 days, and does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our Clients.