



**Form ADV Part 2A – Firm Brochure
March 22, 2022**

**Gainy, Inc.
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Gainy.app**

**Firm Contact:
Borys Dus
Chief Executive Officer and Chief Compliance Officer**

This brochure provides information about the qualifications and business practices of Gainy, Inc. If clients have any questions about the contents of this brochure, please contact us at 1-415-798-8413 or info@gainy.app. 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 Gainy, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

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.

Item 2: Material Changes

There are no material changes to our brochure from the previous version dated June 24, 2021. Clients will receive a summary of any material changes to this brochure within 120 days of the close of our fiscal year. Furthermore, we will provide clients with other interim disclosures about material changes as necessary.

Item 3: Table of Contents

Item 2: Material Changes	2
Item 3: Table of Contents.....	3
Item 4: Advisory Business	4
Item 5: Fees & Compensation	4
Item 6: Performance-Based Fees & Side-By-Side Management.....	5
Item 7: Types of Clients & Account Requirements	5
Item 8: Methods of Analysis, Investment Strategies & Risk of Loss	5
Item 9: Disciplinary Information	7
Item 10: Other Financial Industry Activities & Affiliations	7
Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading	7
Item 12: Brokerage Practices	8
Item 13: Review of Accounts	8
Item 14: Client Referrals & Other Compensation	8
Item 15: Custody	8
Item 16: Investment Discretion	8
Item 17: Voting Client Securities	9
Item 18: Financial Information	9

Item 4: Advisory Business

The Company

Gainy, Inc. (“Gainy,” “we” or “us”) is an investment adviser registered with the U.S. Securities and Exchange Commission (the “SEC”). We were incorporated on February 9, 2021. Our firm is incorporated under the laws of the state of Delaware and is principally owned by Borys Dus.

Types of Advisory Services Offered and How We Tailor Our Services

Our firm provides clients with analysis and personalized selections of equity securities, fixed income securities, exchange-traded funds (“ETFs”), and cryptocurrencies through a paid subscription service to our mobile application or web-based platform. Our firm utilizes a proprietary algorithm to (i) generate a selection of investments that match a client’s interests and goals and (ii) provide clients with data and analysis concerning that selection.

The selection of investments and analysis our program provides are tailored for each of our clients based on the client’s personal profile. To build that profile, a client completes an intake questionnaire that gives us information such as their preferred investment approach, investment time horizon, capital available for investment, investment goals, risk tolerance, and industries of interest. Our proprietary algorithm will then use that information to provide the client with a selection of investments and industries that align with their stated interests and goals. Our algorithm also provides the client with market data and our program’s analysis concerning those investments and industries. A client can also use our system to create a personalized collection, or watchlist, of particular equity securities, fixed income securities, ETFs, and cryptocurrencies.

Our firm provides informational advisory services; we do not buy or sell securities for clients or otherwise manage client assets. Clients seeking to execute the purchase or sale of any particular investment must work with a financial intermediary to do so.

Item 5: Fees & Compensation

Compensation for Our Advisory Services

Rather than deducting our fees, clients pay a flat subscription fee, which grants our clients access to our services. Clients pay in advance for our services at rates that depend on the duration of access desired. Those rates are as follows:

- Weekly Access: \$4.99 billed once every week.
- Monthly Access: \$9.99 billed once every month.
- Semi-Annual Access: \$49.99 billed once each six months.
- Annual Access: \$89.99 billed once each year.

New clients to our service are offered a 7-day free trial. Our clients are required to provide billing information for this 7-day free trial period and are billed automatically for the package selected at the end of the free trial period if they do not cancel their subscription.

Other Types of Fees & Expenses

Our firm does not charge any other types of fees for our services, such as custodian fees, mutual fund expenses, or any transaction or brokerage costs (see Item 12, which discusses our brokerage practices). Clients choosing to trade securities must do so through a broker or agent not affiliated with our firm and will incur costs in making such trades.

Termination & Refunds

Once a client has enrolled in our subscription service, the client can cancel at any time. If a client does not cancel, the subscription will automatically renew once the applicable period ends. If a client chooses to cancel, the client is billed through their current subscription period but will not be billed for the following period. For example, a client who cancels their monthly subscription on the 15th of a month will maintain access to our service through the end of that month and will lose access and not be billed for the following month. Our clients pay for our service in advance at the beginning of the applicable service period and no refund is provided.

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's services are offered to all persons who sign up for our subscription service.

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

Methods of Analysis, Investment Strategies and Associated Risks

Our firm does not provide our clients with any particular investment strategy. Our firm utilizes a proprietary algorithm to provide clients with an analysis and selections of equity securities, fixed income securities, ETFs, and cryptocurrencies based on each client's personal profile. Our system collects and analyzes large amounts of market data to provide these services.

The selections that our algorithm generates are based upon the assumption that the publicly available sources of information that serve as inputs into the algorithm and are accurate and unbiased data. Moreover, the information we provide to our clients is personalized based on the information provided by each client via our intake questionnaire. While we are alert to indications

that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. While the market may increase and your investments could enjoy a gain, it is also possible that the market may decrease, and your investments could suffer a loss. It is important that clients understand the risks associated with investing and appropriately diversify their investments.

Description of Material Risks of the Investments We Analyze

General Equity Market Risk – Overall stock market risks may affect the value of equity investments. Factors such as U.S. economic growth and market conditions, interest rates, and political events affect the equity markets.

Fixed Income Risk - There is a risk that issuers of fixed income securities and counterparties will not make interest and/or principal payments on the securities they issue or that their payments will not be made when due. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security, and that may affect liquidity and the ability to sell the security.

Cryptocurrency Risk – “Cryptocurrency” means a digital representation of value (whether or not characterized as a cryptographic token, coin, or unit) that (1) is not generally issued by a central bank or a public authority and is not generally governed by a centralized issuer or administrator (i.e., is decentralized), (2) relies on cryptographic protocols and distributed ledger network technology, (3) is not attached to but may be converted into one or more fiat currencies (and vice versa), (4) does not constitute a “security” as defined in the Securities Act (as discussed below), and (5) is in some cases accepted as a means of payment and can be transferred, stored or traded electronically. Examples of well-known cryptocurrencies include Bitcoin, Bitcoin Cash, Ethereum and Litecoin. Cryptocurrencies are a relatively new and highly speculative asset. Cryptocurrencies are extremely volatile, and investment results may vary substantially over time. These instruments involve substantially more risk and potential for loss relative to more conventional financial instruments, such as stocks, bonds, and derivatives referencing more conventional asset classes. Investments of this type should be considered substantially more speculative and significantly more likely to result in a total loss of capital than many other investments. These risks should generally be considered relevant to both spot and derivative cryptocurrency transactions, as applicable, unless otherwise specified.

Exchange Traded Fund (ETF) Risk – ETFs typically trade on a securities exchange and the prices of their shares fluctuate throughout the day based on supply and demand, which may not correlate to their net asset values. Although ETF shares will be listed on an exchange, there can be no guarantee that an active trading market will develop or continue. Owning an ETF generally reflects the risks of owning the underlying securities it is designed to track. ETFs are also subject to secondary market trading risks. In addition, an ETF designed to track an index may not replicate exactly the performance of the index for a number of reasons, including transaction costs incurred by the ETF, the temporary unavailability of certain securities in the secondary market, or discrepancies between the ETF and the index with respect to weighting of securities or number of securities held.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management.

We have no legal or disciplinary events to report.¹

Item 10: Other Financial Industry Activities & Affiliations

We are obligated to disclose if we, any of our employees and independent contractors, or any of our affiliates are involved in other financial industry activities, such as those of a broker-dealer, commodity pool operator or a futures commission merchant. We are also obligated to disclose if we receive compensation from other advisers for recommending or selecting those advisers.

We do not have any other financial industry activities or affiliations to report. In addition, we do not receive compensation from other advisers for recommending or selecting them.

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

We expect our supervised persons to always act in the best interest of our clients, and to place the interests of our clients ahead of their own. We have adopted a Code of Ethics (the "Code") that sets forth the standard of business conduct expected from each member of our team.

The Code restricts trading in any security for which we believe we may be privy to material non-public information. It also restricts personal trading activities to prevent any conflict of interest between personal trading and the investments selected for clients by our algorithm. The Code limits gifts and entertainment, whether received or given, to avoid conflicts of interests. The Code causes all outside business activities of our team members to be disclosed so that potential conflicts can be detected and addressed. Finally, it limits the political contributions of our managers and employees to prevent any potential conflicts in that area as well. All our managers and employees must accept in writing the terms of the Code upon employment, annually, and as amended.

We will provide a copy of the Code to any client or prospective client upon request by contacting the firm's Chief Compliance Officer at the telephone number or the physical or email address specified on the cover page of this brochure.

¹ We note that registered advisors are required to report, in Part 1A of Form ADV, all disciplinary events regardless of whether they are material. We have no disciplinary events of any kind to report.

Item 12: Brokerage Practices

Our firm does not recommend or select broker-dealers for client transactions, and we do not recommend, request or require that clients execute transactions through a particular broker dealer. Clients wishing to execute trades in securities must do so through a broker or agent not affiliated with our firm, and they will incur transaction costs when they do so.

Item 13: Review of Accounts

As described in Item 4, our firm offers informational advisory services; we do not provide buy or sell recommendations or exercise discretionary authority over a client's account. Our firm does not review client accounts or financial plans or provide reports to clients regarding their accounts.

Item 14: Client Referrals & Other Compensation

Economic Benefits

Our firm does not have any arrangements with any non-client third parties in which the third party provides our firm with an economic benefit for providing investment advice or other advisory services to our clients.

Referral Fees

Our firm does not compensate any person who is not one of our supervised persons for client referrals.

Item 15: Custody

Our firm does not have custody of client funds or securities.

Item 16: Investment Discretion

As described in Item 4, we do not offer discretionary management services. Our firm offers only informational investment advisory services.

Item 17: Voting Client Securities

Our firm does not accept the 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. While we do not assist clients with questions about proxy votes, we encourage you to contact your qualified custodian if you have such questions.

Item 18: Financial Information

In certain circumstances, registered investment advisers are required to provide clients or prospective clients with financial information or disclosures about their financial condition. We have no financial commitments that impair our ability to meet our contractual or fiduciary commitments to you, and we have never been the subject of any bankruptcy proceeding.