

FIRM BROCHURE – Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Navigate Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (205) 224-9500 or by email at: johan@navigatewealth.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 Navigate Wealth Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Navigate Wealth Management, LLC's CRD number is: 173770.



Navigate Wealth Management, LLC

One Independence Plaza, Suite 816

Birmingham, Alabama, 35209

(205) 224-9500

Registration does not imply a certain level of skill or training.

Brochure date: September 5, 2022

Item 2: Material Changes

The material changes in this brochure from the last annual updating amendment of Navigate Wealth Management, LLC on March 15, 2021 are described below. This list summarizes changes to policies, practices or conflicts of interests only.

- Through the addition of a new investment adviser representative (Mary Meadows Livingston), Navigate Wealth Management, LLC will now offer financial planning services
- While Mary Meadows Livingston will be a registered adviser representative of Navigate, she will operate under a “dba” (“Abeona Wealth”). This will provide an additional brand under which Navigate’s advisory services will transpire.
- The physical locations for investment adviser representatives are considered branch offices for Navigate Wealth Management, LLC. Therefore, the following branch offices are recognized:
 - 1800 Providence Park, Suite 250, Birmingham, AL 35242
 - 2208 University Boulevard, Suite 102, Birmingham, AL 35233
- The tiered fee schedule for managed assets was amended to reflect increases going forward for the bottom two tiers (see Item 5).

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Item 4: Advisory Business

A. Description of the Advisory Firm

Navigate Wealth Management, LLC (hereinafter “Navigate”) is a Limited Liability Company organized in the State of Alabama.

The firm was formed in September 2014, and the principal owners are Carl Johan Grahs and Caleb Ryan Hopkins.

B. Types of Advisory Services

Portfolio Management Services

Navigate offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. Navigate creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Personal investment policy
- Asset allocation
- Asset selection
- Risk tolerance
- Regular portfolio management

Navigate evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Navigate seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of Navigate’s economic, investment or other financial interests. To meet its fiduciary obligations, Navigate attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, Navigate’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is Navigate’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

Subadviser Services

Navigate may also act as a subadviser to advisers unaffiliated with Navigate. These third-party advisers would outsource portfolio management services to Navigate. This relationship will be memorialized in each contract between Navigate and the third-party advisor.

C. Client Tailored Services and Client Imposed Restrictions

Navigate will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as a plan that will be executed by Navigate on behalf of the client. Navigate may use "model portfolios" together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent Navigate from properly servicing the client account, or if the restrictions would require Navigate to deviate from its standard suite of services, Navigate reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. Navigate does not participate in any wrap fee programs.

E. Assets Under Management

Navigate has the following assets under management as of December 31, 2021:

	Assets Under Management:
Discretionary:	\$230,644,890
Non-Discretionary:	\$0
Total:	\$230,644,890

Item 5: Fees and Compensation

A. Fee Schedule

Asset-Based Fees for Portfolio Management

Assets Under Management	Fee Not to Exceed
First million (\$0 - \$1,000,000)	1.50%
Next \$1.5 million (\$1,000,001 - \$2,500,000)	1.00%
Next \$2.5 million (\$2,500,001 - \$5,000,000)	0.75%
Next \$5 million (\$5,000,001 - \$10,000,000)	0.50%
Assets in excess of \$10,000,000	0.40%

These fees are generally negotiable, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Clients may terminate the agreement without penalty for a full refund of Navigate's fees within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract generally with 10 days' written notice.

Navigate bills based on the balance on the first day of the billing period.

Subadviser Services Fees

Navigate may also act as a subadviser to unaffiliated third-party advisers and Navigate would receive a share of the fees collected from the third-party adviser's client. The fees charged are negotiable and will not exceed any limit imposed by any regulatory agency. This relationship will be memorialized in each contract between Navigate and the third-party adviser.

B. Payment of Fees

Payment of Asset-Based Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a quarterly basis or may be invoiced and billed directly to the client on a quarterly basis. Clients may select the method in which they are billed. Fees are paid in advance.

Payment of Subadviser Fees

Subadviser fees may be withdrawn from client's accounts or clients may be invoiced for such fees, as disclosed in each contract between Navigate and the applicable third-party adviser.

C. Prepayment of Fees

Navigate collects fees in advance. Refunds for fees paid in advance will be returned within fourteen days to the client via check or return deposit back into the client's account.

For all asset-based fees paid in advance, the fee refunded will be equal to the balance of the fees collected in advance minus the daily rate* times the number of days elapsed in the billing period up to and including the day of termination. (*The daily rate is calculated by dividing the annual asset-based fee rate by 365.)

D. Outside Compensation for the Sale of Securities to Clients

Neither Navigate nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Navigate does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

A. Client Responsibility for Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by Navigate. Please see Item 12 of this brochure regarding broker-dealer/custodian.

Item 7: Types of Clients

Navigate generally provides advisory services to the following types of clients:

- Individuals
- High-Net-Worth Individuals

Minimum Account Size for Portfolio Management

There is an account minimum of \$1,000,000, which may be waived by Navigate in its discretion.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

Navigate's methods of analysis include modern portfolio theory.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Investment Strategies

Navigate uses long term trading.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Modern Portfolio Theory assumes that investors are risk adverse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile – i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside Treasury Inflation Protected/Inflation Linked Bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond “fixed income” nature (lower risk) or stock “equity” nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither Navigate nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither Navigate nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither Navigate nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

Navigate does not utilize nor select third-party investment advisers. All assets are managed by Navigate management.

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

A. Code of Ethics

Navigate has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties,

Training and Education, Recordkeeping, Annual Review, and Sanctions. Navigate's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

Navigate does not recommend that clients buy or sell any security in which a related person to Navigate or Navigate has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of Navigate may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of Navigate to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. Navigate will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of Navigate may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Navigate to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, Navigate will never engage in trading that operates to the client's disadvantage if representatives of Navigate buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on Navigate's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and Navigate may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in Navigate's research efforts. Navigate will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

Navigate will recommend clients to use Schwab Institutional, a division of Charles Schwab & Co., Inc or TD Ameritrade.

1. Research and Other Soft-Dollar Benefits

While Navigate has no formal soft dollars program in which soft dollars are used to pay for third party services, Navigate may receive research, products, or other services from custodians and broker-dealers in connection with client securities transactions (“soft dollar benefits”). Navigate may enter into soft-dollar arrangements consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended. There can be no assurance that any particular client will benefit from soft dollar research, whether or not the client’s transactions paid for it, and Navigate does not seek to allocate benefits to client accounts proportionate to any soft dollar credits generated by the accounts. Navigate benefits by not having to produce or pay for the research, products or services, and Navigate will have an incentive to recommend a broker-dealer based on receiving research or services. Clients should be aware that Navigate’s acceptance of soft dollar benefits may result in higher commissions charged to the client.

2. Brokerage for Client Referrals

Navigate receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

Navigate will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

Navigate does not aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts for Navigate's advisory services provided on an ongoing basis are reviewed at least annually by Carl J Grahs, Principal with regard to clients’ respective investment policies and risk tolerance levels. All accounts at Navigate are assigned to this reviewer.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client of Navigate's advisory services provided on an ongoing basis will receive a monthly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian. Navigate will also provide at least quarterly a separate written statement to the client.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Navigate does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Navigate's clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

Our firm may engage in solicitor arrangements for client referrals. These individual solicitors offer our services to the public. Our firm will charge the total fee to the client and pay the solicitor their share of the total fee. Solicitors will also be appropriately registered under federal and state securities laws where applicable. Client receives all related agreements and disclosures prior to or at the time of entering into an Investment Advisory Agreement.

Item 15: Custody

When advisory fees are deducted directly from client accounts at client's custodian, Navigate will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy. Custody is disclosed in Form ADV because Navigate has authority to transfer money from client account(s), which constitutes a standing letter or authorization (SLOA). Accordingly, Navigate will follow the safeguards specified by the SEC rather than undergo an annual audit.

Standing Letters of Authorization

Some clients may execute limited powers of attorney or other standing letters of authorization that permit the firm to transfer money from their account with the client's independent qualified Custodian to third-parties. This authorization to direct the Custodian may be deemed to cause our firm to exercise limited custody over your funds or securities and for regulatory reporting purposes, we are required to keep track of the number of clients and accounts for which we may

have this ability. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate any transfers that may have taken place within your account(s) each billing period. You should carefully review account statements for accuracy.

Item 16: Investment Discretion

Navigate provides discretionary and non-discretionary investment advisory services to clients. The Investment Advisory Contract established with each client outlines the discretionary authority for trading. Where investment discretion has been granted, Navigate generally manages the client's account and makes investment decisions without consultation with the client as to what securities to buy or sell, when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, or the price per share. In some instances, Navigate's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to Navigate).

Item 17: Voting Client Securities (Proxy Voting)

Navigate will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian, unless elected not to. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

Navigate neither requires nor solicits prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither Navigate nor its management has any financial condition that is likely to reasonably impair Navigate's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

Navigate has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements for State Registered Advisers

This section is not applicable as Navigate is SEC registered and not state registered.
