

# Ocho Investment Advisors, LLC

## Form ADV, Part 2A

### Ocho Investment Advisors Brochure

#### Item 1- Cover Page

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Date of Brochure: September 28, 2022

This Brochure provides information about the qualifications and business practices of Ocho Investment Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at [ops@ocho.com](mailto:ops@ocho.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.

Ocho Investment Advisors, LLC is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Additional information about Ocho Investment Advisors, LLC is also available on the SEC's website at <https://www.adviserinfo.sec.gov> by searching the Firm's CRD Number 323620.

## Item 2 – Material Changes

We initially provide you with a copy of our Brochure when we enter into an agreement with you. On an annual basis, we will provide you with a Summary of Material Changes within 120 days of our fiscal year end. In the alternative, we may choose to provide you with a complete copy of our brochure.

The following updates are represented in this filing:

This represents the Firms initial SEC filing and therefore there are no material changes to this filing.

You may request a current copy of our Brochure at any time without charge by contacting us by email at [ops@ocho.com](mailto:ops@ocho.com) or by phone at (917) 345-2461.

You may also obtain a copy of our current Brochure at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by searching for our Firm CRD No. 323620.

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**Important Information:** Throughout this Brochure, Ocho Investment Advisors, LLC shall also be referenced as “Vibes Company”, or “the Firm”, “our”, “we” or “us”.

## Item 4 – Advisory Business

### **Introduction**

Ocho Investment Advisors, LLC is a digital financial services company offering advisory services to retail clients. The Firm is a Delaware limited liability company formed in September 2022, wholly-owned by The Vibes Company Inc.

### **Services**

The Firm offers both limited advisory and financial planning/consulting services to retail customers primarily through our web or mobile platform.

#### **Ocho Advisory**

We strongly believe the most effective way to create wealth is through the long-term ownership of stocks. The primary focus of the Ocho Investment Advisors program is to help you learn healthy financial habits and to reduce the barriers of entry to stock ownership.

The Firm offers non-discretionary investment advisory services through our web or mobile platform by conducting quarterly reviews of your account. Because we have no discretionary authority over your account(s), you make the ultimate decision regarding the purchase or sale of investments. The program is limited to individual retail investors using our web or mobile platform.

We assess your present level of financial risk tolerance based upon your needs, goals and objectives you provide. Our investment advisor representatives will review the trading activity in your account quarterly and compare to your profile to provide reallocation advice on the consistency of performance in the account with your stated objectives. Other than providing these reviews, we do not tailor our services to your individual financial circumstances. The accuracy of your risk profile selection will affect the review accuracy. If your risk profile changes, you need to update your risk profile by contacting us at [ops@ocho.com](mailto:ops@ocho.com).

The securities available are a limited universe of publicly-traded stocks and Exchange Traded Funds (“ETFs”) which is subject to change, as determined by the fully disclosed clearing firm DriveWealth. All users have access to the same universe of securities.

Our advisory platform provides you access to The Vibes Company Inc. educational content (referred to in this brochure as “Education”). Any information provided by the parent company The Vibes Company Inc. is for informational and general educational purposes only and is not investment or financial advice. Any graphs, charts and other visual aids that are provided are for informational purposes only, not to be used to make investment decisions. Certain hypothetical scenarios that are described in the Educational App or in our marketing materials are for illustrative purposes only and the securities described are not actual securities held by client

accounts. Inclusion of such scenarios is not intended as a recommendation to purchase or sell any security and performance of these scenarios does not indicate actual results.

### **Financial Planning and Consulting Services**

The Firm offers financial planning and consulting services to both prospective and existing U.S. clients only. The financial areas of consideration for these services may include some or all of, and are not limited to: cash flow, asset protection and risk, income tax strategies, retirement, education funding, investments, legacy and/or estate planning. The extent to which Client engages in financial planning and consulting services depends on Client's specific financial situation and goals that Client provides to the Firm.

The decision to implement any recommendation rests exclusively with you, and you have no obligation to implement any such recommendations through us. You select your broker-dealer/custodian account(s). The Firm or the client may terminate our financial planning and consulting services as described in the agreement. Investment programs involve risk and there is no guarantee that utilizing the financial planning and consulting services of the Firm will produce favorable results.

### **Broker Dealer Election**

For the Ocho Advisory program, we have established a relationship with an independent custodian, DriveWealth, LLC, an SEC registered broker-dealer and FINRA member (the "Broker" or "Custodian"). You must open a brokerage account with the Broker who maintains custody of your assets. The Broker also provides execution, clearing, and settlement services for your account. All account opening functionalities, including identity verification and approval, are handled digitally by Broker. Only individuals will be permitted to establish accounts with the Broker, which shall be in their own name. You will be required to complete all applicable Broker forms and agreements, including a limited power of attorney, if required, which authorizes the Broker to deduct our fees from your accounts pursuant to your agreements with us. The Broker reserves the right to reject any account application for any reason whatsoever.

The Broker provides all brokerage services to you, including executing securities purchase and sell orders you enter through our web or mobile platform or pursuant to your request. The Broker may add or remove any security from the Approved Securities List. If a security is removed from the Approved Securities List, the Broker will limit transactions in that particular security to the liquidation of positions only.

You pay all brokerage and transaction costs for the securities you purchase with the Broker.

### **Program Limitations**

We do not provide comprehensive financial planning services and the investment advisory services provided through our Ocho Investment Advisors are not a complete investment program. We are not aware of your aggregate investable and invested assets. We encourage you to consider additional asset

classes, strategies and investments to supplement your overall investment plan. You should not use Ocho Investment Advisors as the sole component of your investment program.

Clients are fully responsible for determining when or if to trade.

Our Ocho Advisory program only offers publicly traded equity and exchange traded fund ETF securities. You may sell your securities or transfer your securities to another account at any time. Please note, however, that fractional shares are not transferable. Fractional shares must be liquidated prior to transferring your account. You may also withdraw available cash out of your brokerage account at any time.

## Item 5- Fees and Compensation

### **Advisory Fees**

As our compensation for making this program available, we charge an asset-based fees based on a percentage of the value of the assets in your account at month-end. The Firm charges monthly, in arrears. You may terminate the investment advisory or management agreement by providing notice to our firm in accordance with the notice provisions in the advisory agreement you sign when you engage our firm. You will incur a pro rata charge for services rendered prior to the termination of the investment advisory agreement, which means you will incur advisory fees only in proportion to the number of days in the month for which you are a client

The annual asset-based fee for investment advisory services is at an agreed rate which will not exceed .25%. At our sole discretion, the fee may be waived from time to time and/or discounted due to special promotions or based on individual client circumstances. All program fees are memorialized electronically, including at Account opening and as agreed to in your Ocho Advisory Agreement.

*Because the Firm is compensated based on the amount of assets in your account, we are incentivized to increase your assets.* You should be aware that the more assets you hold in your Account, the higher your program fee will be. You pay our advisory fee even if you do not buy or sell any securities and whether you make or lose money on your investments. If you hold no assets in your Account, you pay no program fee. Fees and costs will reduce any amount of money you make on your investments over time.

To determine whether an investment advisory account is appropriate for you, you should carefully analyze the projected costs of the investment advisory account, such as expected size, volume and frequency of transactions, the volume and frequency of transactions, projected holding period, the securities available and the advisory services provided. Although we believe our fees are competitive, lower fees for comparable services may be available from other investment advisers or broker dealers.

### **Financial Planning and Consulting Fees**

On occasion, in lieu of an asset-based fee, our Advisory Representatives may charge a negotiated fixed fee or hourly fee. The fee paying arrangements will vary on a case by case and client by client basis, but be disclosed in advance of planning and consulting services being rendered in the 4ward Financial Planning and Consulting Agreement. Fees charged for these services may depend upon the anticipated time allocated to provide the services requested, the complexity of the plan or the individual client's

financial situation. It is possible that a client may pay more or less for similar services that may be available through another firm.

### **Valuation**

The market value of any security or other investment in the account is determined by the Custodian.

### **Additional Fees and Expenses**

You will also incur certain charges imposed by third parties other than the Firm. Investments made through a brokerage account will incur brokerage and transaction costs, including but not limited to fees and expenses charged by investment company securities disclosed by prospectus and the Custodian. A list of Broker/Custodian fees are available at the Broker's website or by contacting Broker.

In addition, fees associated with connecting to our web or mobile platform, including all internet service and data fees will be charged to you directly by the service provider.

Our parent company offers separate publishing service subscriptions. If you obtain a Vibes Company publishing subscription, our parent receives subscription fees, which may be similar to, or more expensive than subscriptions offered by publishers not affiliated with us. The Firm has an indirect financial interest in having clients subscribe to our parent company's publishing services. However, you are under no obligation, contractually or otherwise, to purchase.

### **Compensation**

Investment professionals are generally compensated both in the form of a fixed monthly fee from the Firm, as well as a discretionary annual bonus based on criteria such as merit, employee performance and performance of the Firm. Investment professionals employed by the Firm are not compensated on a transaction basis. Neither the Firm nor its supervised persons accept compensation for the sale of securities or other investment products.

## **Item 6- Performance-Based Fees and Side-By-Side Management**

The Firm does not currently charge performance-based fees.

## **Item 7 – Account Requirements and Types of Clients**

The advisory program is available to individuals who use our web or mobile platform. Users must complete a risk profile, meet the requirements to open a brokerage account with the Broker as described above. The minimum investment amount to purchase a security is one dollar.

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

As discussed above, when the Firm provides advisory services, it does not exercise discretion over your account. You construct your own portfolio through our platform. The Firm provides investment advice by conducting regular retroactive quarterly reviews of your account through our web or mobile platform (Our investment advisor representatives will review the self-directed trading activity in your Account and compare to your profile to provide retroactive advice on the consistency of trading in the account with your stated objectives). The Firm is available electronically to you relative to the status of your account. If you have any questions, you may contact [ops@ocho.com](mailto:ops@ocho.com). Customer service representatives are available to help with technical, service or trading related inquiries.

Each client has the ability to impose reasonable restrictions on his/her account, including the purchase and sale of available securities in the account. If the Firm feels a client's trading activities are unreasonable based on your investment profile you will be notified in writing as part of the ongoing financial advisory services.

## **Risk**

The Firm cannot guarantee future performance, nor promise any specific level of performance or promise that the Firm's limited advice will be successful. The investment decisions made by the Client are self-directed and subject to various market, currency, economic, political and business risks, and will not necessarily be profitable. Past performance does not indicate future performance. You should be aware of a number of factors that could affect your advisory account, including the following:

**Cybersecurity Risk.** The Firm, its service providers and its counterparties rely on computer systems to conduct their businesses. There is a risk these systems might be compromised by cyberattacks despite the efforts of The Firm, its service providers and its counterparties to safeguard them. There is a risk that a breach may not be detected. Depending upon its scope, a successful cyberattack could impede these entities' ability to conduct their businesses.

There is also a risk that identity theft could be used to fraudulently withdraw funds from clients' accounts. Internet transmissions are never completely private or secure and any message or information you send to the Firm electronically may be read or intercepted by others, notwithstanding our efforts to protect such information.

**Catastrophe Risks:** These are the risks of loss that may be incurred, indirectly, due to the occurrence of various events, including natural disasters, terrorism, and other events such as a pandemic. These catastrophic risks of loss can be substantial and could have a material adverse effect on the Firm's business and on clients' portfolios.

**Technology Risk.** The Firm must rely on digital and network technologies to conduct its business. These technologies include those owned or managed by the Firm as well as by third parties, including yourself. These technology systems may fail to operate properly or become disabled as a result of events or circumstances wholly or partly beyond our control which could have a material effect on our business or our clients.

**Stock Risk.** Security prices can be volatile and investing in securities involves risk of loss. The value of stocks fluctuates in response to issuing company, market, political and economic developments. Prices may fluctuate, possibly significantly, in a short period of time. New issues may experience increased volatility due to supplier, key employee, financing or other factors. Your account will be subject to general movements in the stock market and the value fluctuations of each particular security.

**Diversification Risk.** Client accounts in the program may be concentrated in a relatively small number of securities, which will expose the account to an industry or market sector. Any such concentration will increase risks associated with the account. Although diversification tends to reduce



risks, because the program is non-discretionary, accounts may not be diversified. Losses in one or more positions, or a downturn in an industry or market sector, could adversely affect the account performance.

**Investment Program Risk.** We do not make recommendations of specific securities, and we do not provide comprehensive financial planning services. This program is not a complete investment program. You are encouraged to consider additional asset classes, strategies and investments to supplement your overall plan. You should not use the program as the sole component of your investment plan. Not all publicly traded securities may be available in the program.

**Trading Risk:** Fractional share trading allows you to purchase securities in dollar amounts rather than share quantities. Trading in fractional shares has unique risks and limitations that you should understand prior to participation in fractional share trading. Fractional shares are not transferable. If you close your account or transfer your account to another firm, the fractional shares held in your account will need to be liquidated. Fractional shares cannot be put into certificate form and mailed. Frequent trading can result in losses from bid-ask spread opportunity costs, taxes and general market conditions.

**Tax Risk.** You are responsible for tax liabilities arising from transaction in your account. The Firm does not offer tax advice and encourages you to seek the advice of a qualified tax professional.

This list of risks is not designed to be a complete explanation of all the risks involved in investing with this Program but is intended to give investors a sense of the various factors that should be considered when making investment decisions. You should read the entire brochure, client agreement, terms and conditions, and other materials that may be provided by us or within the Advisory program. You may need to consult with professionals such as tax, accounting, legal, or other financial advisers prior to engaging our services.

## Item 9- Legal & Disciplinary Information

As of the date of this brochure, the Firm and its management persons have not been a party to any legal or disciplinary events that would be material to your evaluation of our investment advisory business or the integrity of our management. You can access additional information about our firm and our management personnel on the SEC's website, located at <http://www.adviserinfo.sec.gov>.

## Item 10- Other Financial Industry Activities and Affiliations

The Firm is not and does not have a related company that is a (1) investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), (2) futures commission merchant, commodity pool operator, or commodity trading advisor, (3) banking or thrift institution, (4) pension consultant, (5) real estate broker or dealer, (6) sponsor or syndicator of limited partnerships, or (7) law firm.

## **Affiliated Entities**

The Firm is affiliated with and owned by The Vibes Company Inc., a publisher of financial and educational information. You are under no obligation to use The Vibes Company Inc. We encourage you to access other publishing firms of your choosing to gather additional financial and educational information.

## **Item 11- Code of Ethics**

We have adopted a Code of Ethics that governs the activities of each member, officer, director and employee of the Firm (collectively, “Employees”). We hold our Employees to a high standard of integrity and business practices that reflects our fiduciary duty to clients. We will provide a copy of our Code to clients and prospective clients upon request. Such a request may be made by submitting a request to the email address listed on the cover page to this brochure.

## **Item 12- Brokerage Practices**

We do not accept directed brokerage arrangements for Ocho Advisory services. In seeking best execution, the determinative factor is not just cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of the Broker’s services. The appointment of a registered broker-dealer as the sole Broker for your accounts may result in less favorable executions than may be available through the use of a different broker-dealer.

The Broker aggregates orders involving multiple client accounts trading in the same securities. Each client that participates in an aggregated transaction will participate at the average share price for transactions in the aggregated order.

This program allows you to purchase securities in dollar amounts rather than share quantities. Trading in fractional shares has unique risks and limitations that you should understand prior to participation in our Advisory program.

## **Item 13- Review of Accounts**

For advisory services, we conduct regular retroactive reviews of your account. Ocho Accounts are assigned to investment advisor representatives who are responsible for performing quarterly reviews of the account and consult with the respective client of the account. Following these quarterly reviews, client reports are prepared and submitted to assist principals in supervising and monitoring the account. Factors considered include, but are not limited to, the following: investment objectives, current allocation, suitability, performance, number of trades, monthly distributions, and concentrated positions, diversification. Investments are made on instructions you provide via the Advisory platform.

We rely on your selection of risk profile to provide alerts on your securities purchases. If your risk profile changes, you need to update your risk profile by contacting [ops@ocho.com](mailto:ops@ocho.com).

You may view your account at any time in the Advisory platform. Statements are available from a link to the Broker and statements may be requested from the Broker. The statements are accessible to you no less than quarterly showing the assets in your account, the market value, and your account’s performance for the quarter, listing account balance(s), and transaction history. We urge you to

carefully review statements received from the Broker and compare them to materials received from us, if any. You should review your account statements promptly to confirm the accuracy of the information contained.

## Item 14- Client Referrals and Other Compensation

We do not receive research or other products or services from the Broker or third-party in connection with client securities transactions (“soft dollar benefits”), nor do we receive client referrals from the Broker.

## Item 15- Custody

We directly debit your advisory account for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We also may permit you to maintain standing letters of authorization (SLOA) on your account with a qualified custodian. If you maintain an SLOA with a qualified custodian, we are deemed to have custody of your assets. Your funds and securities will be held with the 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 the amount of our advisory fees deducted from your account(s) each billing period. You should carefully compare any statements you receive from us with the statements from your account custodian(s) to reconcile the information reflected on each statement. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact us at [ops@ocho.com](mailto:ops@ocho.com).

## Item 16- Investment Discretion

We do not have investment discretion on your advisory account(s). Because we have no discretionary authority, you make the ultimate decision regarding the purchase or sale of investments. You agree you will be responsible for reviewing available investment options and entering purchase and sell orders in your account through our platform.

From time to time, it may be necessary for Client to instruct the Firm to enter an order on their behalf. In such cases, Client gives the Firm limited trading authorization to carry out Client’s transaction instructions regarding the purchase or sale of investments, on behalf of the Client, to brokers and dealers of the Account.

## Item 17- Voting Client Securities

We do not vote proxies on your behalf. You will receive proxy materials directly from the Broker or its designee and are solely responsible for voting such proxies.

## Item 18- Financial Information

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$1200 in fees and six or more months in advance, or
- take custody of client funds or securities, or

- have a financial condition that is likely to impair our ability to meet our commitments to you.

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## Business Continuity

The Firm has adopted a Business Continuity Plan (“BCP”) that provides for the continuation of business-critical functions as a result of events or disasters. The recovery strategies the Firm employs are designed to limit the impact on clients from such business interruptions. Although the Firm has taken reasonable steps to develop and implement a business continuity plan, unforeseen circumstances may create situations where the Firm is unable to fully recover from a significant business interruption. However, the Firm believes its BCP process reduces the risk in this area.

The Firm’s BCP Disclosure statement is available upon request at [ops@ocho.com](mailto:ops@ocho.com), or may be reviewed on our public website at <https://www.ocho.com>.

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