

Neon Money Incorporated

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Neon Money Incorporated. If you have any questions about the contents of this brochure, please contact us at (212) 658-0041 or by email at: info@joinneon.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.

Neon Money Incorporated is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Neon Money Incorporated is also available on the SEC's website at www.adviserinfo.sec.gov. Neon Money Incorporated's CRD number is: 316896.

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Item 1: Cover Page

Please refer to previous page

Item 2: Material Changes

Neon Money Incorporated has no material changes to report.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Neon Money Incorporated (hereinafter “NMI”) is a Corporation organized in the State of Delaware. The firm was formed in January 2021, and the principal owners are Luke Bailey and Jackie Liao.

B. Types of Advisory Services

Internet-Advisory Portfolio Management Services

NMI provides “internet-advisory” portfolio management services for a fee through an online interface where clients invest through a periodic investment plan. This entails the use of algorithm-based portfolio management advice, rather than in-person investment advice. NMI’s automated investment solutions, or “playlists,” are customized and recommended based on an individual investor’s identified interests and characteristics, including: market sector(s) or industries of interest to a potential investor, their age and risk tolerance, among others. NMI’s investment advisory personnel oversee the implementation of the algorithm but will not monitor each client’s account. Clients are encouraged to update their account/questionnaire with any change in their objectives, risk tolerance, or other pertinent information, as that information can factor into a portfolio’s composition. Included in the fee paid by clients, NMI also offers Neon U. Neon U will meet the members where they are by translating financial actions with three simple pillars that provide a financial foundation for our people in their language. Members will be rewarded for their investment in their own growth.

Services Limited to Specific Types of Investments

NMI generally limits its investment advice to equities, ETFs and non-U.S. securities. NMI may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

NMI offers the same suite of services to all of its clients. However, specific client investment strategies and their implementation are dependent upon the client’s investment questionnaire, which reflects a client’s current situation (income, investment objectives, tax levels, and risk tolerance levels). Clients may impose restrictions in investing in certain securities or types of securities in accordance with their interests, values or beliefs. If such restrictions prevent NMI from properly servicing a client account, however, or if the restrictions would require NMI to deviate from its standard suite of services, NMI reserves the right to end its relationship with the client.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees and transaction costs. NMI does not participate in wrap fee programs.

E. Assets Under Management

NMI has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	December 2021

Item 5: Fees and Compensation

A. Fee Schedule

Internet-Advisory Portfolio Management Services Fees

NMI provides internet-advisory portfolio management services, "Neon+," that costs \$6 per month, due monthly. Internet-advisory portfolio management services may be canceled by giving 30 days written notice. When annualized and converted to a percentage of assets under management, this fee may be higher than that normally charged in the industry. The client may receive similar services at a different provider for cheaper fees. However, this may entail that the client will be subject to a minimum investment threshold.

B. Payment of Fees

Payment of Internet-Advisory Portfolio Management Fees

Internet-Advisory portfolio management fees are withdrawn directly from a client's connected external bank account with the client's written authorization. Fees are paid monthly in arrears.

C. 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 NMI. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

NMI collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation For the Sale of Securities to Clients

Neither NMI nor its supervised persons accept any compensation for the sale of 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

NMI 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.

Item 7: Types of Clients

NMI generally provides advisory services to Individuals.

There is no account minimum for any of NMI's services. NMI limits our services to investors that wish to participate in the market with a minimal amount of cash. Our services are not geared towards high-net-worth individuals.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

NMI's methods of analysis include Fundamental analysis and Technical analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

Clients can terminate their participation in a Neon+ account at any time. However, NMI recommends 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

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Due to its nature, a 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 are not guaranteed or insured by the FDIC or any other government agency.

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.

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. Risks in investing in ETFs include trading risks, liquidity and shutdown risks, risks associated with a change in authorized participants and non-participation of authorized participants, risks that trading price differs from indicative net asset value (iNAV), or price fluctuation and disassociation from the index being tracked. With regard to trading risks, regular trading in ETFs will add cost to your portfolio thus counteracting the low fees that are one of the typical benefits of ETFs. Additionally, regular trading to beneficially “time the market” is difficult to achieve. Even paid fund managers struggle to do this, with the majority failing to beat the relevant indexes. With regard to liquidity and shutdown risks, not all ETFs have the same level of liquidity. Since ETFs are at least as liquid as their underlying assets, trading conditions are more accurately reflected in implied liquidity rather than the average daily volume of the ETF itself. Implied liquidity is a measure of what can potentially be traded in ETFs based on its underlying assets. ETFs are subject to market volatility and the risks of their underlying securities, which may include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments (as applicable). Foreign securities in particular are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets. ETFs that target a small universe of securities, such as a specific region or market sector, are generally subject to greater market volatility, as well as to the specific risks associated with that sector, region, or other focus. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. The return of an index ETF is usually different from that of the index it tracks because of fees and expenses imposed by the ETF, and tracking error. An ETF may trade at a premium or discount to its net asset value (NAV) (or indicative value in the case of exchange-traded notes). The degree of liquidity can vary significantly from one ETF to another and losses may be magnified if no liquid market exists for an ETF’s shares when attempting to sell them. Each ETF has a unique risk profile, detailed in its prospectus, offering circular, or similar material, which should be considered carefully when making investment decisions.

Non-U.S. equity securities present the risks outlined above with respect to equity securities in general. In addition, they present other risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

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

NMI has a representative who is registered with an affiliate, Neon Money, LLC (NML). NML has a pending application to become a broker / dealer.

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

Neither NMI nor any of 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 NMI nor any of its representatives have any material relationships with other financial services or other businesses that would create a conflict of interest with NMI or its clients.

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

NMI does not utilize nor select third-party investment advisers.

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

A. Code of Ethics

NMI 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. NMI's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

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

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of NMI may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of NMI 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. NMI 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 NMI may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of NMI 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, NMI will never engage in trading that operates to the client's disadvantage if representatives of NMI 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

NMI generally requires that clients establish brokerage accounts with DriveWealth, LLC (the “Broker”), a registered broker-dealer, member FINRA and SIPC, to maintain custody of clients’ assets and to effect trades for their accounts. NMI is independently owned and operated and not affiliated with the Broker. The Broker provides NMI and its clients with access to brokerage services that are related to the execution of securities transactions, custody, and access to mutual funds and other investments.

1. *Research and Other Soft-Dollar Benefits*

NMI does not currently receive research, products, or services from the Broker (“soft dollar benefits”).

2. *Brokerage for Client Referrals*

NMI receives no referrals from the Broker or any other third party in exchange for using the Broker or third party.

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

As noted above, NMI generally requires that clients establish brokerage accounts with the Broker to maintain custody of clients’ assets and to effect trades for their accounts. Because NMI generally directs clients to open an account with the Broker, NMI may be unable to achieve most favorable execution of client transactions, and clients will not necessarily pay the lowest commission or commission equivalent.

B. Aggregating (Block) Trading for Multiple Client Accounts

If NMI buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients in order to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, NMI would place an aggregate order with the Broker on behalf of all such clients in order to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy.

Item 13: Review of Accounts

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

Internet-advisory portfolio management accounts are not reviewed by NMI, save for automated allocation revisions. Clients are encouraged to update their account with any change in their objectives, risk tolerance, or other pertinent information, as that information factors into the portfolio's composition.

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

Internet-advisory portfolio management accounts do not undergo non-periodic review by NMI, although allocations may change based on material market, economic, or political events and/or changes to the client's profile in accordance with NMI's automated portfolio management.

C. Content and Frequency of Regular Reports Provided to Clients

Clients will receive at least quarterly a written report that details the client's account including assets held and asset value, which report will come from the custodian.

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)

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

B. Compensation to Non - Advisory Personnel for Client Referrals

NMI does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

NMI will be deemed to have custody of client assets to the extent NMI deducts its management fees from client accounts. Otherwise, NMI does not take custody of client accounts at any time.

NMI requires that Client funds and securities are physically maintained with the Broker, which is a qualified custodian. Clients will receive account statements from the custodian and should carefully review those statements for accuracy.

Item 16: Investment Discretion

NMI provides only non-discretionary investment advisory services. Under the terms of the investment advisory agreement with its clients, NMI will invest and reinvest the money in a client's account according to the client's instructions, and NMI can rely on any instructions for actions to be taken with respect to a client's account that NMI believes to be authorized.

Item 17: Voting Client Securities (Proxy Voting)

NMI 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. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

NMI 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 NMI nor its management has any financial condition that is likely to reasonably impair NMI's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

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