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PART 2A OF FORM ADV: FIRM BROCHURE

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This brochure provides information about the qualifications and business practices of Yotta RIA, LLC ("Yotta" or the "Adviser"). If you have any questions about the contents of this brochure, please contact us at (844) 945-3449. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Yotta is also available on the SEC's website at www.adviserinfo.sec.gov.

Registration with the SEC as a registered investment adviser pursuant to the Investment Advisers Act of 1940, as amended (the "Advisers Act"), does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes from the prior brochure.

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Item 4 Advisory Business

Yotta RIA, LLC a Delaware corporation, was established in 2022 with an office in New York, NY. The firm's principal owner is Adam Moelis who also serves as Chief Executive Officer. Yotta RIA, LLC is a wholly owned subsidiary of Yotta Technologies Inc, a Delaware limited liability company.

Yotta provides an interactive investment platform through a user-friendly application (the "App") that provides clients with tools to assist in managing their investments. The app is designed to help clients build their portfolio by providing recommendations with respect to diversification and investment strategies based upon each individual user's preferences, objectives and risk tolerance. Yotta collects information from each client when they sign up for the app with a questionnaire (the "Questionnaire"), including specific information about a client's financial situation, investment experience and overall investment objectives. Investment recommendations are then generated and presented to the client based on the information provided. Yotta recommends one of its three model portfolios of exchange traded funds ("ETFs") based on client risk tolerance. The investment recommendations are generated by the algorithms utilized in the app. Clients are responsible for evaluating the investment recommendations and making the determination as to whether they choose to execute one or more transactions as a result of such recommendations.

Yotta currently provides recommendations only with respect to exchange listed equity securities. Yotta does not participate in wrap fee programs.

Yotta is an internet only adviser and currently does not have any authority over client assets. Yotta may, in the future, have the ability to execute transactions with a client's broker via the secure connections within the app based upon recommendations that were made to such clients.

Yotta RIA, LLC, acting as the registered investment advisor on behalf of the client, receives

authorization from each client to instruct the broker-dealer, to transfer funds from the client's linked checking account into the broker-dealer's brokerage accounts held in the client's name.

Item 5 Fees and Compensation

Yotta's standard investment advisory fee for each strategy is a fee of 1.00% of any amount invested in the client's account. The more money you invest with us the more fees you will pay; therefore, we have an incentive to encourage you to increase your assets in your account. The investment advisory fee also includes custody fees and transaction commissions. Clients will be responsible for certain transaction

fees and costs.

Investment advisory fees payable to Yotta do not include all of the fees a client will pay. Clients will also be responsible for fees charged by any investment funds held within a client's account. These fees are set forth in the applicable fund's prospectus and are deducted from a fund's net asset value. If you are utilizing another advisor, you will be responsible for any fees charged by that advisor in addition to the investment advisory fees payable to Yotta.

Clients will incur brokerage and other transaction costs associated with their accounts as agreed upon with each of their respective brokers and custodians. Yotta does not currently receive any payments from brokers, custodians or any other third parties relating to its provision of investment advisory services.

Yotta compensates individuals for reviews, feedback, social media "mentions" (i.e., naming or discussing Yotta on an individual or group's social media profile), and opinions about Yotta and its platform and related services. Any client's statement of his or her experience with, or approval of Yotta will be treated as testimonial, and any statement or endorsement made by a third-party about Yotta's services will be treated as an endorsement. Such endorsements or testimonials inherently pose a conflict of interest and are considered misleading without proper disclosure and due diligence.

Any arrangement whereby individuals or groups post reviews or opinions for which they were compensated by Yotta are disclosed as such, as well as the fact that the review, feedback, or opinion is representative of the reviewer's own experience and not necessarily that of every Yotta client. Yotta performs due diligence to screen for "bad actors" prior to entering into any agreement regarding testimonials and/or endorsements. Yotta is not responsible for providing disclosure for unsolicited endorsements posted by third-parties and may share articles or statements relating to such endorsements, provided they do not also include statements made by clients regarding their experience with Yotta (i.e., testimonials).

Yotta's management of its own social platform also poses a conflict of interest due to Yotta's control of the content. Yotta monitors content and reserves the right to remove harmful or abusive commentary or any comments or posts that violate its Community Standards from its Social Platform. However, Yotta does not remove negative opinions about Yotta or display positive comments to visible locations on the platform. All commentary on the social platform is displayed fairly in equal measure.

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

Yotta does not charge performance-based fees.

Item 7 Types of Clients

Yotta provides advice to individuals of all income levels and does not impose any account minimums.

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

Investment Strategies and Methods of Analysis

Yotta utilizes proprietary, automated computer algorithms to build strategies and recommendations based on a user's preference and risk tolerance. Yotta will present clients with recommended investments based on the financial information and investment preferences shared when signing up for the app. As described in more detail below, initially the Adviser will use ETFs to represent the fixed income portion of any portfolio. Any ETFs utilized in the algorithm will be selected broadly-based on their overall level of risk, liquidity, tracking error to underlying indices (where applicable), cost of ownership and popularity.

The Adviser maintains three model portfolios that are recommended to clients based on each client's responses to the Questionnaire. The firm's proprietary algorithmic-based technology reviews the clients' inputs to recommend a suitable model portfolio. The Adviser's model portfolios will not include leverage or derivatives except where such investments are within an ETF that is included in the portfolio.

As previously noted, Yotta does not have any authority or discretion over client assets. Once a client receives their recommendation(s), they make the decision whether or not to make any changes to their portfolio, including whether they should seek advice from any third-party advisors. Clients are responsible for executing any transactions which may be done from within their third-party brokerage accounts previously connected within the app or directly with third-party brokerage accounts not connected to the app.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. Yotta's investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

Advisory Risk

There is no guarantee that Yotta's algorithm, analysis or recommendations pertaining to particular securities or strategies will produce the intended results. Our judgment may not be correct and clients may not achieve their investment objectives. In addition, there is a risk that Yotta or its clients may experience computer issues, including equipment or app failure, loss of internet access, viruses, or other events that may impair our ability to provide advisory services.

General Market Risk

The risk that the price of a security, bond, or mutual fund may change in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors, independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

ETF Risks

ETF performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depositary Receipts, or other securities for which expenses and commission rates could be higher than normally charged for exchange traded equity securities, and for which market quotations or valuation may be limited or inaccurate.

Clients should be aware that to the extent they invest in ETF securities they will pay two levels of advisory compensation – the advisory fees charged by the Adviser plus any management and other fees charged by the ETF, which is described in the ETF's offering documents. This will cause a higher investment advisory cost (and lower investment returns) than if a client purchased the ETF directly.

Inflation Risk

The risk that the value of a dollar will not be worth as much as anticipated. That is, inflation will be higher than expected.

Liquidity Risk

The risk that an investor will be unable to buy or sell a security at a reasonable price at a certain point in time. This may occur if there is a limited quantity available or only a few market makers willing to trade. For example, U.S. Treasuries are quite liquid, while a micro-cap company with only a few hundred thousand shares outstanding is illiquid.

Debt Securities Generally.

Clients may invest in debt instruments that are unrated, and whether or not rated, the debt instruments may have speculative characteristics. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions.

Credit Risk

The risk that a bond will default or be significantly downgraded by one of the recognized credit agencies. Although Treasury instruments are backed by the U.S. government, there have been occasions in the past when a specific U.S. bond has been downgraded. Although the Adviser typically invests in investment grade debt, there is no guarantee that a bond will not be downgraded or default on the loan. Credit risk is generally a higher risk for corporate debt than government or municipal bonds.

Call Risk

The risk that an issuer will repay (call) a bond prior to maturity. The issuer will return the investor's principal early. The investor will generally accept a lower interest payment when reinvesting that principal.

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Prepayment Risk

The risk that mortgage-backed bonds are usually subject to prepayment risk and the issuer will pay back the principal prior to maturity. This generally occurs when mortgage rates decline, and property owners refinance the debt at lower rates.

Cybersecurity Risks

With the increased use of technology to conduct business, the Adviser and its affiliates are susceptible to operational, information security, and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events that can arise from external or internal sources. Cyberattacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information; corrupting data, equipment, or systems; or causing operational disruption. Cyberattacks can also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users).

Cyber incidents affecting the Adviser, its affiliates, or any other service providers (including but not limited to custodians and financial intermediaries) have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with the ability to calculate asset prices, impediments to trading, the inability to transact business, destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs.

Similar adverse consequences could result from cyber incidents affecting issuers of securities in which an account invests, counterparties with which an account engages in transactions, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions (including financial intermediaries and service providers) and other parties.

Equity Securities Generally

The value of equity securities generally varies with the performance of the issuer and movements in the equity markets. Investors in equity securities may lose a substantial portion of their principal.

Item 9 Disciplinary Information

There are no legal or disciplinary events that are material to a client's evaluation of Yotta or the integrity of our management or any employee of our Firm.

Item 10 Other Financial Industry Activities and Affiliations

Neither Yotta nor any of its management persons is registered, or has an application pending to register, as a broker-dealer or registered representative of a broker-dealer.

Neither Yotta nor any of its management persons is registered, or has applied to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person thereof.

None of Yotta's employees or officers have relationships with related parties in the financial services industry that materially affect Yotta's advisory service or any client.

None of Yotta's employees or officers recommend or select investment advisers for clients, or have any business relationships with other investment advisers.

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

Yotta has adopted a Code of Ethics that sets forth our commitment to the high legal and ethical standards of conduct dictated by our fiduciary, federal securities law and other regulatory obligations and applies to all of our employees and officers. The Code of Ethics includes policies and procedures relating to personal trading, gifts and entertainment involving business associates, outside activities, charitable donations as well as other potential or actual conflicts of interest. All employees and officers must acknowledge receipt of the Code of Ethics and report any violations of the Code to the Chief Compliance Officer.

Yotta does not have discretion over client accounts. Therefore, it is possible that employees may independently invest in the same securities that are held by and/or recommended to clients.

A copy of our Code of Ethics will be provided to any client upon written request.

Item 12 Brokerage Practices

In order to open an account with Yotta, clients must establish a custody account with an SEC registered broker-dealer and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. By entering into an Investment Advisory Agreement with Yotta, a client authorizes and directs Yotta to place all trades in a client's account through the broker-dealer. As such, the broker-dealer will maintain all client accounts and execute all securities transactions without separate

commission costs or other fees.

Item 13 Review of Accounts

Although Yotta has real time access to a client's portfolio in order to provide recommendations as previously described, Yotta does not perform any ongoing monitoring of client accounts and does not provide any reporting to clients other than the information available within the app as described in Item 8.

Item 14 Client Referrals and Other Compensation

Yotta does not receive economic benefits from third parties for providing investment recommendations, nor do we compensate any third party for client referrals.

Item 15 Custody

Yotta does not maintain custody of client funds, securities or other assets.

Item 16 Investment Discretion

Yott does not have discretionary authority to manage client assets.

Item 17 Voting Client Securities

Yotta does not have authority to vote securities on behalf of clients and does not provide advice as to how clients should vote.

Item 18 Financial information

Yotta does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and does not have any financial condition that would impair its ability to meet contractual commitments to clients.

Item 19 Requirements for State-Registered Advisers

This item is not applicable to Yotta RIA, LLC.