

Part 2A of Form ADV: Firm Brochure



Holdings Investment Advisors, LLC

2261 Market Street #4149
San Francisco, CA 94114
888-806-1639
Holdings.io
CRD Number: 326907

August 11, 2023

This brochure (the “**Brochure**”) provides information about the qualifications and business practices of Holdings Investment Advisors, LLC (“**Holdings**,” “**us**,” or “**we**”). If you have any questions about the contents of this Brochure, please contact us by phone at 888-806-1639 or via email at info@holdings.io. 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.

Registration of an Investment Adviser does not imply any level of skill or training. Additional information about Investment Advisors is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2. Material Changes

Holdings will provide you with a summary of any material changes to this brochure within 120 days of the close of our business’ fiscal year.

Furthermore, we will provide you with other periodic disclosures about material changes, as necessary.

The date of this initial brochure publication is August 11, 2023, and the dates of periodic future changes will be reflected in this section.

Item 3. Table of Contents

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

Item 4. Advisory Business

Holdings is a Delaware limited liability company organized in 2023. Holdings maintains its principal office at 2261 Market Street #4149 San Francisco, CA 94114. Holdings is a wholly owned subsidiary of Holdings Financial Technologies, Inc.

Holdings offers investment advisory services to clients exclusively over the internet via its interactive online platform and mobile application (collectively, Holdings' "online interface"). This Brochure is meant to help you understand the nature of the advisory services offered by Holdings, whether the advisory services offered by Holdings are right for you, and the potential conflicts of interest associated with Holdings services. You should review it carefully.

Holdings provides investment advice and non-discretionary asset management services for clients that typically comprise highly liquid, short-term debt securities. Investments can include short-term U.S. Treasury securities, federal agency notes, Eurodollar deposits, repurchase agreements, certificates of deposit, corporate commercial paper, and obligations of states, cities, or other types of municipal agencies—depending on the focus of the fund.

Holdings offers investment advisory services to a variety of clients, as described in Item 7 below. Client accounts are managed by Holdings pursuant to each client's investment advisory agreement ("IAA"). This Brochure, including any Brochure supplement, is intended for those clients to whom we provide investment advisory services.

Holdings offers investment advisory services that prioritize clients' individual financial situations and investment goals. Through an in-depth risk profile questionnaire, we gain an understanding of each client's risk tolerance and objectives. Based on the responses, Holdings' algorithm recommends suitable portfolio strategies that align with the client's profile. While clients have the flexibility to review and consider our recommendations, we emphasize the importance of following our advice to ensure alignment with their investment goals and risk tolerance. If clients opt for a portfolio mix that deviates from our recommendations, our system will notify them of potential inconsistencies and risks associated with their chosen investments, ensuring they make informed decisions.

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

As of the date of this Brochure, Holdings has the following assets under management:

Amount	Date Calculated
\$0	June 22, 2023

Item 5. Fees and Compensation

Holdings charges each client a monthly management fee, which is based on a percentage of a client's assets under management (AUM). The management monthly fee is calculated using the value of the assets in the client's account on the last business day of the prior billing period. For client accounts with assets up to \$249,999.99, the monthly management fee is 0.50% of AUM. For client accounts with assets between \$250,000.00 and \$9,999,999.99, the monthly management fee is 0.35% of AUM. For client accounts with assets greater than \$10,000,000.00, the monthly management fee is 0.20% of AUM. Management fees are withdrawn directly from the client's accounts with the client's written authorization.

Holdings also charges an outbound wire transfer transaction fee. Holdings charges clients \$10 for outbound wire transfers if the client's balance (before the wire transfer transaction) is up to \$249,999.99. For client accounts with assets over \$250,000.00, Holdings does not charge outbound wire transfer transaction fees. Holdings will bill clients for outbound wire transfer transaction fees at the time the client makes the transaction.

Lower fees for comparable services may be available from other sources.

Holdings does not require prepayment of fees.

Clients will not incur any other types of fees or expenses in connection with our services. Clients may incur brokerage and other transaction costs that are not assessed by Holdings.

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

We do not earn performance-based fees – fees based on a share of capital gains on, or capital appreciation of, the assets of a client – on our client accounts in any form.

Item 7. Types of Clients

We anticipate that we may provide investment advice to many types of clients, including but not limited to banks, corporations, non-governmental organizations (“**NGO**”), non-profit or not-for-profit organizations, individuals, trusts, or family offices.

Pension plans (including those covered under the Employee Income Retirement Income Security Act of 1974, as amended (“**ERISA**”)) are not eligible to invest with Holdings.

There are no account minimums or other requirements for opening or maintaining an account.

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

Holdings’ Executive Investment Committee (“**EIC**”) is responsible for Holdings’ investment strategy and portfolio management. The EIC determines which highly liquid, short-term debt securities to make available to clients directly. The EIC may delegate part or all of this responsibility to a subcommittee.

The EIC conducts thorough research and due diligence on the securities it makes available for clients. Its analysis includes, but is not limited to, the following factors:

1. Credit quality of the underlying security held by the fund
2. Diversification of the fund’s holdings
3. Fund managers’ experience and track records
4. Funds’ performance history relative to their benchmark and peers
5. Funds’ expense ratios and other associated fees
6. Stability of the funds’ net asset value (“**NAV**”)

The risks or limitations involved with each method of analysis is as follows:

1. Credit quality of the underlying security held by the fund: This analysis depends heavily on the reliability and accuracy of the credit ratings provided by rating agencies. The risk here is that these agencies may have conflicting interests or insufficient information, which could result in inaccurate ratings.

2. Diversification of the fund's holdings: Diversification analysis can create a false sense of security. Just because a portfolio is diversified doesn't mean it's immune to market risk. Diversification also doesn't consider the correlations between assets which can change over time
3. Fund managers' experience and track records: Fund managers may not be able to replicate past success due to changes in market conditions, regulatory environment, or personal performance
4. Funds' performance history relative to their benchmark and peers: This method also relies on past performance, which might not accurately predict future results
5. Funds' expense ratios and other associated fees: This analysis risks overemphasizing the importance of cost. While it's important to consider, it's only one aspect of the investment decision. A fund with higher fees might provide better net returns due to superior performance. Conversely, a cheap fund might underperform, making the lower fees irrelevant
6. Stability of the funds' net asset value ("NAV"): This method assumes that stability in the past indicates stability in the future, which might not always hold true. The stability of a fund's NAV can change quickly due to market shocks or changes in the fund's investment strategy

In addition to analyzing individual securities, we monitor the overall economic and interest rate environment to assess the potential impact on asset performance and to identify potential investment opportunities.

The selection process is intended to satisfy a broad set of potential client financial goals, including but not limited to maximizing returns, minimizing investment costs, limiting volatility, and diversifying investments. The portfolio strategies that we offer are subject to change.

Irrespective of what strategy clients select, investing in securities involves varying risk, principally the risk of loss. Additional risks include, but are not limited to, asset allocation risk, stock market risk, credit risk, interest rate risk, liquidity risk, foreign investment risk, and derivative risk. We strive to manage these risks through diligent research, analysis, and ongoing monitoring of the securities we make available to our clients. However, we cannot guarantee that our investment strategies will always be successful or that clients will not experience losses in their investment portfolios.

Item 9. Disciplinary Information

Holdings has no criminal or civil actions or administrative or self-regulatory organization proceedings to report. No management persons have been subject to any criminal or civil actions, administrative proceedings, or self-regulatory organization proceedings.

Item 10. Other Financial Industry Activities and Affiliations

Holdings is a wholly owned subsidiary of Holdings Financial Technologies, Inc.

Neither Holdings nor any of its management persons are registered, or have an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Neither Holdings nor any of its management persons have any relationships or arrangements that are material to Holdings' advisory business or to its clients.

Holdings does not recommend or select other investment advisors for our clients.

Item 11. Code of Ethics

We strive to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust, and we have adopted and implemented a Code of Ethics (the “**Code of Ethics**”) which sets forth these standards. The Code of Ethics is designed to comply with Rule 204A-1 under the ‘40 Act and addresses Holdings and its employees’ fiduciary duty to clients, compliance with all applicable laws (including all applicable state and federal securities laws) and regulations, reporting and review of personal securities transactions and holdings, certain policies and procedures related to standards of business conduct and conflicts, and strict enforcement of the Code of ethics.

Subject to the Code of Ethics, as described above, we and our principals, employees, and other affiliates may engage in investment activities for our own account or for family members and friends. These activities may involve the purchase and sale of securities related to projects in which Clients have invested. Employees of Holdings are required to submit all of the personal reportable securities accounts in which they have a beneficial interest and over which they have discretionary investment authority for continuous surveillance and reporting. These accounts are monitored for possible conflicts of interest

and insider trading by our Chief Compliance Officer (“**CCO**”) or his or her designee. From time to time, Holdings or its employees come into possession of material nonpublic information about public companies. Holdings will place trading restrictions on securities issued by such companies when deemed necessary. The Code of Ethics prohibits employees from engaging in insider trading and Holdings has adopted procedures to prevent the misuse of material nonpublic information.

The full Code of Ethics will be provided to any client or prospective client upon request.

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

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

From time to time, representatives of Holdings may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of Holdings to buy or sell the same securities before or after observing the same securities being bought or sold by clients, resulting in representatives profiting off the securities they make available to clients. Such transactions may create a conflict of interest; however, Holdings will never engage in trading that operates to a client’s disadvantage if representatives of Holdings buy or sell securities at or around the same time.

Item 12. Brokerage Practices

In selecting brokers for order execution, we will seek to obtain the best possible results taking into account price, costs, speed, likelihood of execution and settlement, size, nature, or any other consideration relevant to the execution of the order. The relevant importance of these execution factors will be determined by the following criteria:

- The characteristics of the order
- The characteristics of the execution venues to which the order can be directed
- The currency market circumstances

Generally, we will regard price and cost as the important factors for best execution. However, there may be circumstances when we may determine that other execution factors have a greater influence in achieving the best possible result. We do not permit a client to direct us to execute transactions through a specified broker-dealer.

Research and soft dollar benefits

Holdings is permitted by Section 28(e) of the Securities Exchange Act of 1934, as amended (such Act, the “**1934 Act**” and such Section, the “**Sec. 28(e) Safe Harbor**”) when executing orders for a client (if ever applicable), to cause the client account to pay brokerage commissions in excess of that which another broker-dealer might charge for executing the same transaction in order to obtain research and brokerage services – so-called “**soft dollars**” – if Holdings determines that such commissions are reasonable in relation to the overall services provided. As of the date of this Brochure, Holdings does not obtain soft dollars.

Holdings may, from time to time, execute portfolio transactions with broker-dealers that provide research and brokerage services to Holdings. When we use client commissions to obtain research and brokerage services, we receive a benefit because we do not have to produce or pay for the research and brokerage services ourselves. As a result, we will have an incentive to select or recommend a broker-dealer based on our interest in receiving the research and brokerage services from that broker-dealer, rather than solely on our clients’ interest in receiving the best commission rate. Holdings must determine in good faith that the non-execution costs paid to broker-dealers are reasonable in relation to the value of the research and brokerage services received by us.

Research services provided by brokers to Holdings may include, but are not limited to, information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis and measurement and analysis of corporate responsibility issues. These research services are typically received in the form of written reports, telephone contacts and personal

meetings with securities analysts. Research services may also be provided in the form of market data services, and meetings arranged with corporate and industry representatives. Research and brokerage services may include products obtained from third parties if we determine that such product or service constitutes brokerage and research as defined in Section 28(e) and interpretations thereunder.

Holdings places aggregated orders involving multiple Holdings trading in the same securities. In conducting these transactions no client is favored over any other client and each client who participates in an aggregated transaction will participate at the average share price for transactions in the aggregated order.

Item 13. Review of Accounts

As part of all our service offerings, our CCO reviews client accounts to ensure the algorithm is functioning as intended, verify the accuracy of fees charged, and confirm accounts are correctly updated after any changes to our recommendation algorithm. We only conduct further reviews when clients provide new information, adjust their investment profile inputs, or change the deposits in their investment accounts.

We provide clients with continuous access to account information through our online interface. Clients are encouraged to review their accounts and better understand their holdings and performance information. Clients also receive periodic emails from Holdings with information about their accounts, material amendments to their client agreements, as well as links to account statements. Clients should review these emails carefully for relevant information about their accounts and our services. We will provide clients with monthly account statements.

Item 14. Client Referrals and Other Compensation

Other than soft dollar benefits as described in Item 12 above, we do not provide or accept compensation from any person for client referrals. No person who is not a client provides an economic benefit to Holdings for providing investment advice or other advisory services to our clients.

We may be referred clients by unaffiliated consultants that are retained by existing or prospective clients. These consultants may advise existing or prospective clients whether to engage or retain our services as investment adviser. Payments are not made in connection with any advisory client referral such as these.

Item 15. Custody

When advisory fees are deducted directly from client accounts at client's custodian, Holdings will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. For the purposes of the Securities and Exchange Act of 1940, Holdings has custody of client assets because Holdings has access to deduct its fees directly from client accounts. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy.

We urge clients to compare the account statements they receive from the qualified custodian with invoices they receive from Holdings.

Item 16. Investment Discretion

Holdings provides non-discretionary investment advisory services to clients.

Item 17. Voting Client Securities

Holdings 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

Holdings does not require or solicit prepayment of more than \$1,200 in fees per client six months or more in advance and, thus, has not included a balance sheet of its most recent fiscal year.

Holdings is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to clients, nor have we been the subject of a bankruptcy petition at any time during the past ten years.

Holdings has not been the subject of a bankruptcy petition at any time during the past ten (10) years.