



**Spearhead Capital Advisors, LLC  
&  
Spearhead Capital, LLC**

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**FORM CRS**

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Spearhead Capital Advisors, LLC is registered as an investment adviser with the Securities and Exchange Commission. We are affiliated with Spearhead Capital, LLC, a FINRA registered Broker Dealer who is also a member of the Securities Investor Protection Corporation ("SIPC"). Brokerage and investment advisory services and fees differ and it is important for you, our client, to understand the differences.

This document is a summary of the services and fees we offer to "Retail Investors", which are natural persons who seek or receive services primarily for personal, family or household purposes. Additionally, free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](http://Investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

## What investment services and advice can you provide me?

We offer the following investment advisory services and broker dealer services to retail investors as described below:

**Spearhead Capital Advisors, LLC**, offers portfolio management, fund management, selection of other advisers, wealth planning, investment consulting and a wrap fee program (wrap fee program is no longer open to new investors). If you open an investment account with our firm, as part of our standard services we will monitor your investments on an annual basis. For detailed information regarding our services, fees and other disclosures please review our Form ADV Part 2A Items 4, 7, and 8 and Form ADV Part 2 Appendix 1 Brochures Items 4 and 5 by clicking this link <https://adviserinfo.sec.gov/firm/brochure/161131>.

We offer advice on the following types of investments or products; equities, warrants, corporate debt (other than commercial paper), certificates of deposit, municipal securities, variable life insurance products (including Private Placement Life Insurance and Private Placement Variable Annuities), mutual fund shares, United States government securities, money market funds, REITs, ETFs, interests in partnerships investing in real estate, interests in partnerships investing in oil and gas interests, interests in Private Funds ("Hedge Funds"), interests in partnerships investing in Private Equity and interests in alternative investment vehicles.

We manage Insurance Dedicated Funds ("IDFs") that are utilized by insurance companies for their clients. We also manage investment fund that invests in Life Settlements (i.e. purchases insurance policies from people who no longer want them).

We manage investment accounts on a *discretionary* basis whereby we *will decide* which investments to buy or sell for your account. We have discretion to select, retain or replace third-party managers to manage your accounts. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing.

We also provide investment guidance on a *non-discretionary* basis whereby we *will provide* investment opportunities or solutions that you may or may not decide to invest in. For this type of service, it is *your* decision on whether or not you would like to invest.

In general, we require a minimum account size to open and maintain an advisory account, which may be waived at our discretion.

**Spearhead Capital, LLC** offers variable insurance products and private placement securities to retail investors. All securities offered through Spearhead Capital, LLC are managed on a non-discretionary basis. Whereby we will provide advice, but *you will ultimately decide* which investments to buy and sell for your account. You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis. We are not obligated to and do *not* monitor these investments.

Private Placement Securities are exempt offerings done through a Private Placement Memorandum. Please refer to the offering document for account minimums, limitations and requirements specific to each investment.

Variable insurance products are a type of insurance contract, the value of which is based upon the performance of underlying securities. For detailed information regarding the fees, minimums and structure of these products, please refer to insurance prospectus.

### Key Questions to Ask Your Financial Professional

- Given my financial situation, should I choose an investment advisory service? Should I choose a brokerage service? Should I choose both types of services? Why or Why Not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education and other qualifications?
- What do these qualifications mean?

## What fees will I pay?

The following summarizes the principal fees and costs associated with engaging our firm for investment advisory services & brokerage services.

**Spearhead Capital Advisors, LLC** is paid a variety of fees associated with our advisory services. For detailed information, refer to our Form ADV Part 2A, Items 5 and 6 and Form ADV Part 2 Appendix 1 Brochures by clicking this link <https://adviserinfo.sec.gov/firm/brochure/161131>. The more assets there are in a retail investor's advisory account, the more a retail investor will pay in fees and the firm may therefore have an incentive to encourage the investor to increase the assets in their account.

- Asset Based Fees - Payable quarterly in arrears or in advance. Since the fees we receive are asset-based (i.e. based on the value of your account), we have an incentive to increase your account value which creates a conflict especially for those accounts holding illiquid or hard-to-value assets;
- Wrap Program Fees - Payable quarterly in arrears, based on the average daily balance. Asset-based fees associated with a wrap fee program generally include most transaction costs and fees to a broker-dealer or bank that has custody of the assets; therefore, the asset-based fee is higher than a typical asset-based advisory fee. Since our firm pays the transaction costs associated with securities transactions in your account, we have an incentive to minimize the trading in your account;
- Other Advisory Fees - In addition to our fees, we are also compensated by:
  - Consulting services, where the adviser receives a percentage of the consulting fee in addition to the portfolio management fee. Please refer to your fee agreement for specific information.
  - Advisory fees charged by third party money managers, which are separate and apart from our fees.
- Examples of the most common fees and costs applicable to our clients are:
  - Custodian fees;
  - Account maintenance fees;
  - Transaction charges when purchasing or selling securities. This would include SEC fees, ticket charges, retirement account custodian charges, paper statements/confirmations, wire transfers, and annual inactivity fees;
  - Product-level fees which may include mutual funds, exchange traded funds and other investments associated with your investments. For specific information regarding these fees please refer to the product prospectus.

**Spearhead Capital, LLC** is paid in different fees depending on the type of transaction. Below we have provided detailed information based on the transactions we execute:

The Issuer of a Private Placement security will pay a sales commission or referral fee directly to Spearhead Capital, LLC. Because we are being paid a commission, we have an incentive to encourage an investor to invest in its offerings. This commission is not paid directly by you but is part of the offering price and paid by the issuer from the proceeds of the offering and still causes a conflict between your interests and ours. Commissions, fees and costs are discussed within the Private Placement Memorandum for each investment, which you should read carefully.

Variable Insurance Products pay Spearhead Capital, LLC a commission based on the fee structure described within the product prospectus. Because we are being paid a commission, we have an incentive to encourage an investor to invest in these products. For detailed information regarding the fees involved in these products including upfront sales fees, internal costs, expenses and back end or CDSC charges please refer to the product prospectus.

***You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.***

#### **Key Question to Ask Your Financial Professional**

- Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me.

**What are your legal obligations to me when acting as my investment adviser or my broker dealer? How else does your firm make money and what conflicts of interest do you have?**

**When we provide you with a recommendation as your broker-dealer or act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations and investment advice we provide you. Here are some examples to help you understand what this means.**

- *Third-Party Payments:* Persons providing advice on behalf of our firm may be registered representatives with a broker-dealer. These persons receive compensation in connection with the purchase and sale of securities or other investment products. Compensation earned by these persons is separate and may be in addition to our advisory fees. This practice presents a conflict of interest because they have an incentive to recommend investment products based on the compensation received rather than solely based on your needs.
- *Third-Party Payments:* Persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products. Insurance commissions are separate and in addition to our advisory fees. This practice presents a conflict of interest because they have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs.
- *Limited selection of Investments;* Our services and recommendations cover a limited selection of investments. Other

firms could provide a wider range of choices, some of which may have lower costs.

- In discretionary accounts, we may invest in products that pay a fee to our Broker Dealer, Spearhead Capital, LLC. In non-discretionary accounts, we may recommend an investment in a product that pays a fee to our Broker Dealer, Spearhead Capital, LLC. In both cases, we do not charge the asset-based fee for the investment. The fee paid to the broker dealer may be greater than or less than the asset-based fee that would have otherwise been charged. This may create a conflict of interest in cases where the fee paid to the broker dealer (Spearhead Capital, LLC) is greater than the asset-based fee charged to you by our investment advisor (Spearhead Capital Advisors, LLC). Such arrangements and the fees paid will be disclosed to you prior to making the investment.
- We may recommend that you invest in a Spearhead Fund, such as our life settlement warehousing fund (Spearhead LS Facility, LLC). In such cases, we would only charge the fees that are associated with the product and not charge the asset-based fee on top of the product fees. This may create a conflict of interest in cases where the fees in the product that Spearhead receives is greater than the asset-based fee charged for the advice and guidance. For specific information regarding these product fees please refer to the product prospectus.
- *Spearhead Funds*; We manage products and funds that may have higher costs and expenses. This may create a conflict of interest in cases where the fees in the product that Spearhead receives is greater than the asset-based fee charged for the advice and guidance. For specific information regarding these product fees please refer to the product prospectus.

Refer to our Form ADV Part 2A and Form ADV Part 2 Appendix 1 Brochures by clicking this link <https://adviserinfo.sec.gov/firm/brochure/161131> to help you understand what conflicts exist.

#### **Key Question to Ask Your Financial Professional**

- How might your conflicts of interest affect me, and how will you address them?

#### **How do your financial professionals make money?**

The financial professionals are compensated based on salary, sales commissions, bonuses, asset based fees and/or consulting fees. The determining factors for the level of compensation are the amount of client assets they service, the time and complexity required to meet client needs or revenue the firm earns from the financial professional's advisory services or recommendations. Firm conflicts are described within this document.

#### **Do you or your financial professionals have legal or disciplinary history?**

Yes, our firm or our financial professionals currently have legal or disciplinary history to disclose. These events are disclosed in either our Form ADV or the specific individual's Form U4. These documents can be found by going to [Investor.gov/CRS](https://investor.gov/CRS).

#### **Key Questions to Ask Your Financial Professional**

- As a financial professional, do you have any disciplinary history? For what type of conduct?

You can find additional information about your investment advisory or brokerage services and request a copy of the relationship summary at 561-801-7302 or [info@spearheadllc.com](mailto:info@spearheadllc.com)

#### **Key Questions to Ask Your Financial Professional**

- Who is my primary contact person?
- Is he or she a representative of an investment adviser or a broker-dealer?
- Who can I talk to if I have concerns about how this person is treating me?