

Form ADV Part 2A
Investment Advisor Brochure



Item 1: Cover Page

Name of Registered Investment Advisor	Smarter Bear Financial Advisory
Address	106 Elmwood Rd., Swampscott, MA 01907
Phone Number	508-203-1479
Website Address	Not available
E-mail Address	support@smarterbear.net
Date of Brochure as Last Revised	5/12/2023
CRD#	325148

This Form ADV Part 2A (Investment Advisor Brochure) gives information about the investment advisor and its business for the use of clients and prospective clients. If you have any questions about the contents of this brochure, please contact us using one of the methods listed above. 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 is mandatory for all persons meeting the definition of investment advisor and does not imply a certain level of skill or training.

Additional information about our firm is available on the SEC’s website at: www.adviserinfo.sec.gov.

Smarter Bear Financial Advisory is a Registered Investment Adviser. This registration does not imply any level of skill or training.

Item 2: Material Changes

The purpose of this section is to discuss only material changes since the last annual update of Smarter Bear Financial Advisory's Investment Advisor Brochure.

This is our initial filing of Form ADV – Part 2

Summary of Material Changes:

None.

Delivery:

Within 120 days of our fiscal year end we will deliver our annual Summary of Material Changes if there have been material changes since the last annual updating amendment.

Item 3: Table of Contents

Item 1. Cover Page.....	1
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.....	8
Item 7. Types of Clients and Account Minimums.....	9
Item 8. Methods of Analysis, Investment Strategies, and Risk of Loss.....	10
Item 9. Disciplinary Information.....	14
Item 10. Other Financial Industry Activities and Affiliations.....	15
Item 11. Code of Ethics, Participation or Interest In Client Transactions, and Personal Trading ...	16
Item 12. Brokerage Practices.....	17
Item 13. Review of Accounts and Reports on Accounts.....	19
Item 14. Client Referrals & Other Compensation.....	20
Item 15. Custody.....	21
Item 16. Investment Discretion.....	22
Item 17. Voting Client Securities.....	23
Item 18. Financial Information.....	24
Item 19. Requirements for State Registered Advisors.....	25

Item 4: Advisory Business

Advisory Firm

Smarter Bear, LLC was established in 2023. Lawrence Derany and Duncan Perry are the co-founders and have each worked as executives in the high tech industry for over 30 years prior to founding Smarter Bear. The founders established Smarter Bear LLC (d/b/a “Smarter Bear Financial Advisory” or “Smarter Bear”) to provide financial advisory services to individuals like themselves, who had achieved some success through their career and had complex assets such as pensions, private company stock, tangible non-security assets or private ownership stakes in a business to consider as part of their financial planning.

This Brochure is designed to provide detailed and clear information relating to each item noted in the table of contents. Certain disclosures are repeated in one or more items, and/or other items are referred to in an effort to be as comprehensive as possible on the broad subject matters discussed. Within this Brochure, certain terms in either uppercase or lowercase are used as follows:

- “We,” “us,” and “our” refer to Smarter Bear.
- “Advisor” refers to persons who provide investment recommendations or advice to clients.
- “You,” “yours,” and “client” refer to clients of Smarter Bear and its advisors.

Advisory Services

❶ Smarter Bear provides advisory services called “Financial Life Planning.” We provide financial planning for the full spectrum of financial life including securities investment advising (“**Investment Advising**”), wealth management planning, retirement planning, estate financial planning and tax planning.

Investment Advising may involve either guidance and recommendation for both investment strategy and immediate, investment actions required to achieve the client’s objectives, as well as investment management with discretionary authority to provide direction to the client’s chosen custodian. As of May 1st, 2023, Smarter Bear has \$0 of assets under management on a discretionary basis, and \$0 of assets under management on a non-discretionary basis. Smarter Bear is awaiting state regulatory approval before soliciting business which may include investment management.

Services are based on the individual needs of the client. An initial interview and data gathering questionnaire is undertaken to determine the client's personal and financial situation and investment objectives, and to agree upon the client desires and requirements with regards to the level of discretion and activity to be utilized in the management of the account. Through Smarter Bear’s advisory services, and our custodian, clients have access to a wide range of securities products, including, common and preferred stocks, exchange traded funds (“ETFs”) and mutual funds..

❷ Smarter Bear provides **Financial Plans** consistent with the individual client's financial and tax status and long-term financial objectives. Planning may be comprehensive, or segmented and focus on investments, insurance, taxes, retirement or estate plans.

Item 5: Fees and Compensation

Fees for Smarter Bear Financial Plans are at the flat rate of \$2,500 to \$5,000 for individuals and couples with less than \$1 million in gross assets, and \$5,000 to \$10,000 for individuals and couples with greater than \$1 million in gross assets. Half the fee is payable upon signing the Agreement and the balance upon delivery of the written plan. In addition to our standard Smarter Bear Financial Plans, we can provide custom financial planning services on an hourly basis. Fees for custom financial planning services are computed at an hourly rate. Various rates apply as determined by the person performing the service as follows: Principals hourly rate not to exceed \$500/hour, Staff hourly rate not to exceed \$100/hour. Half the estimated fee is payable upon signing the Agreement and the balance upon delivery of the services.

Fees for Investment Advising are computed at an annualized percentage of assets under management on a sliding scale.

<u>\$ Portfolio Size</u>	<u>Annual %</u>
100,000 - 999,999	1.25%
1,000,000 - 1,999,999	1.00%
2,000,000 +	0.80%

These fees are for advisory services only and do not include any transaction fees or commissions, which may be charged separately by the broker/dealer custodial firm. See the section heading Brokerage Practices for more information.

For Investment Advising the fee will be payable quarterly in arrears. The first payment is assessed and due at the end of the first calendar quarter and will be assessed pro rata in the event the Agreement is executed at any time other than the first day of the current calendar quarter. Subsequent payments will be assessed on the first day after the end of each calendar quarter based on the value of the account assets under supervision as of the close of business on the last business day of that quarter as reported by the Custodian.

Smarter Bear will send a copy of its invoice for Investment Advising fees to the custodian at the same time that it sends the invoice to the you. Each client may authorize the custodian holding client funds and securities to deduct Smarter Bear's advisory fees direct from the client account in accordance with statements prepared and submitted to the custodian by Smarter Bear. If you elect not to authorize the custodian to deduct Smarter Bear's advisory fees directly from your account, payment of fees must be paid direct by the client, and is due upon issuance of each quarterly invoice. The custodian will provide periodic account statements of accounts to the client. Such statements will reflect all fee withdrawals made by the custodian on Smarter Bear's behalf. It is the client's responsibility to verify the accuracy of the fee calculation and raise any concerns or questions with Smarter Bear. The custodian will not determine whether the fee is properly calculated.

Fees are negotiable, and the final fee may reflect further consideration of the client's situation, including, but not limited to, the complexity of their investments, complex family relationships or unique tax situations requiring additional planning and analysis, or multi-jurisdictional tax considerations.

When Smarter Bear and our IA Reps provide any rollover recommendations (e.g. from your employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account to individual retirement accounts), we are acting as fiduciaries within the meaning of Title I of the ERISA and/or the Internal Revenue Code

("IRC"), as applicable, which are laws governing retirement accounts. If you elect to roll the assets to an IRA we will manage for you, we will charge you an advisory fee. This financial incentive creates a conflict of interest. You are under no obligation to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Due to the conflict of interest when we make rollover recommendations, we operate under rules that require us to act in your best interests and not put our interests ahead of yours. These rule's provisions require us to:

- meet a professional standard of care when making investment recommendations (i.e. give prudent advice);
- never put our financial interests ahead of yours when making recommendations (i.e. give loyal advice);
- avoid misleading statements about conflicts of interest, fees, and investments;
- follow policies and procedures designed to ensure that we give advice that is in your best interests;
- charge no more than a reasonable fee for our services; and
- give you basic information about conflicts of interest.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of a rollover. Note that an employee will typically have four options in this situation:

1. leaving the funds in your employer's (former employer's) plan;
2. moving the funds to a new employer's retirement plan;
3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide you with a written explanation of the advantages and disadvantages of both account types and the basis for our belief that the rollover transaction we recommend is in your best interests.

As an alternative to providing you with a rollover recommendation, we may instead take an entirely educational approach in accordance with the U.S. Department of Labor's Interpretive Bulletin 96-1. Under this approach, our role will be limited only to providing you with general educational materials regarding the pros and cons of rollover transactions. We would make no recommendation to you regarding the prospective rollover of your assets and you are advised to speak with your trusted tax and legal advisors with respect to rollover decisions. As part of this educational approach, we will discuss with you general information about some or all of the following topics: the general pros and cons of rollover transactions; the benefits of retirement plan participation; the impact of pre-retirement withdrawals on retirement income; the investment options available inside your Plan Account; and high level discussion of general investment concepts (e.g., risk versus return, the benefits of diversification and asset allocation, historical returns of certain asset classes, etc.). We may also provide you with questionnaires and/or interactive investment materials that may provide a means for you to independently determine your future retirement income needs and to assess the impact of different asset allocations on your retirement income. You will make the final rollover decision.

IA Reps of our firm are not Registered Representatives of a broker/dealer, and do not receive commission-based compensation for the sale of securities and other investment products.

Fees are not collected for services to be performed more than six months in advance.

Advisory services similar to those offered by this advisor, may undoubtedly be found elsewhere at lower rates.

In addition to fees paid for advisory services with respect to clients' investments in mutual funds, clients pay additional fees on the mutual fund investment because the mutual funds also pay advisory and/or management fees to an fund investment advisor.

For Investment Advising services will continue until either party terminates the Agreement on 30 days written notice.

If termination occurs prior to the end of a calendar quarter, the client will be invoiced for fees due on a pro-rata basis.

For Financial Plans, the client may terminate the Agreement at any time and a refund of the unearned fees will be made based on time and effort expended before termination. The Agreement for Financial Plans terminates upon delivery of the plan or services. At this time no refunds will be made.

The Advisory Agreement contains a pre-dispute arbitration clause. **Client understands that the agreement to arbitrate does not constitute a waiver of the right to seek a judicial forum where such a waiver would be void under the federal securities laws. Client also understands that the agreement to arbitrate does not constitute a waiver of state securities laws.** Arbitration is final and binding on the parties.

Item 6: Performance-Based Fees And Side-By-Side Management

Smarter Bear does not charge performance-based fees, which is based on capital gains in the client account.

Item 7: Types of Clients and Account Minimums

Smarter Bear provides advisory services to individuals, trusts, and estates.

Generally, the minimum account size is \$100,000, subject to a minimum annual fee of \$1,200. There is no minimum for clients retaining financial planning services.

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

Analysis utilized includes charting, fundamental, technical, and cyclical.

Smarter Bear uses asset allocation strategies for portfolio management, taking into account the risk profile and assets of the individual including not only the publicly traded securities held by the client, but also other assets including but not limited to life insurance policies, pensions, non-publicly traded securities and owner stakes in tangible assets and businesses.

By its nature, financial planning looks to the long-term. After the client's short-term cash needs and emergency fund is evaluated, investment and insurance strategies are designed to help the client achieve their financial goals. Casualty insurance (e.g. homeowner's, auto, liability, etc.) is reviewed only at the client's request, and would be provided by an outside casualty firm.

While there is risk in all investments, some carry a greater degree of risk or higher costs. There is no guarantee that the investment strategy selected for the client will result in the client's goals being met, nor is there any guarantee of profit or protection from loss. For those investments sold by prospectus, clients should read the prospectus in full.

Each advisor associated with Smarter Bear has the independence to take the approach they believe is most appropriate when analyzing investment products and strategies for clients. There are several sources of information that Smarter Bear and the advisor may use as part of the investment analysis process. These sources include, but are not limited to:

- Prospectuses and offering materials
- Product and sponsor sales materials
- Sponsor due diligence meetings and product presentations
- Financial publications, websites and blogs
- Research, software, and materials prepared by third parties
- Corporate rating services
- SEC filings (e.g., annual reports, prospectus, and 10-K)
- Securities issuer's news releases

As a firm, Smarter Bear does not favor any specific method of analysis over another and, therefore, would not be considered to have one approach deemed to be a "significant strategy." There are, however, a few common approaches that may be used by Smarter Bear or your advisor, individually or collectively, in the course of providing advice to clients. **It is important to note that there is no investment strategy that will guarantee a profit or prevent loss.** Following are some common strategies employed by Smarter Bear and its advisors in the management of client accounts:

- **Dollar-cost averaging ("DCA"):** This is the technique of buying a fixed dollar amount of a particular investment on a regular schedule, regardless of the share price. More shares are purchased when prices are low, and fewer shares are bought when prices are high. DCA is believed to lessen the risk of investing a large amount in a single investment at a higher price. DCA strategies do not prevent against loss in declining markets.

- **Asset allocation:** This is an investment strategy that aims to balance risk and reward by allocating assets among a variety of asset classes. At a high level, there are three main asset classes—equities (stocks), fixed income (bonds), and cash/cash equivalents—each of which has different risk and reward profiles/behaviors. Asset classes are often further divided into domestic and foreign investments,

and equities are often divided into small, intermediate, and large capitalization. The general theory behind asset allocation is that each asset class will perform differently from the others in different market conditions. By diversifying a portfolio of investments among a wide range of asset classes, advisors seek to reduce the overall volatility and risk of a portfolio through avoiding overexposure to any one asset class during various market cycles. Asset allocation does not guarantee a profit or protect against loss.

- **Fundamental analysis:** This is a method of evaluating a security that entails attempting to measure its intrinsic value by examining related economic, financial, and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (e.g., the overall economy and industry conditions) and company-specific factors (e.g., financial condition and management). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price, with the aim of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). Fundamental analysis does not guarantee a profit or protect against loss.

- **Quantitative analysis:** This is an analysis technique that seeks to understand behavior by using complex mathematical and statistical modeling, measurement, and research. By assigning a numerical value to variables, quantitative analysts try to replicate reality mathematically. Some believe that it can also be used to predict real-world events, such as changes in a share price. Quantitative analysis does not guarantee a profit or protect against loss.

- **Qualitative analysis:** This securities analysis uses subjective judgment based on nonquantifiable information, such as management expertise, industry cycles, strength of research and development, and labor relations. This type of analysis technique is different from quantitative analysis, which focuses on numbers. The two techniques, however, are often used together. Qualitative analysis does not guarantee a profit or protect against loss.

Risks of Loss

Regardless of what investment strategy or analysis is undertaken, investing in securities involves risk of loss that clients must be prepared to bear; in fact, some investment strategies could result in total loss of your investment. Some risks may be avoided or mitigated, while others are completely unavoidable. When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all inclusive but should be considered carefully by a prospective client before retaining our services.

Some of the common risks you should consider prior to investing include, but are not limited to:

- **Market risks:** The prices of, and the income generated by, the common stocks, bonds, and other securities you own may decline in response to certain events taking place around the world, including those directly involving the issuers; conditions affecting the general economy; overall market changes; local, regional, or global political, social, or economic instability; governmental or governmental agency responses to economic conditions; and currency, interest rate, and commodity price fluctuations.

- **Interest rate risks:** The prices of, and the income generated by, most debt and equity securities will most likely be affected by changing interest rates and by changes in the effective maturities and credit ratings of these securities. For example, the prices of debt securities generally decline when interest rates rise and increase when interest rates fall. In addition, falling interest rates may cause an issuer to redeem, "call," or refinance a security before its stated maturity date, which would typically result in having to reinvest the proceeds in lower-yielding securities.

- **Credit risks:** Debt securities are also subject to credit risk, which is the possibility that the credit strength of an issuer will weaken and/or an issuer of a debt security will fail to make timely payments of principal or interest and the security will go into default.

- **Risks of investing outside the U.S.:** Investments in securities issued by entities based outside the U.S. are often subject to the risks described above, to a greater extent.

- **Tax considerations:** Our strategies and investments may have unique and significant tax implications. Unless specifically agreed otherwise, and in writing, however, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, it is strongly recommended that you consult with a tax professional regarding the investing of your assets. Custodians and broker/dealers must report the cost basis of equities acquired in client accounts. Your custodian will default to the first-in, first-out (“FIFO”) accounting method for calculating the cost basis of your equity investments and average cost for mutual fund positions. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately, and Smarter Bear will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle; the cost basis method cannot be changed after settlement.

- **Risk of loss:** Investing in securities involves risk of loss that you should be prepared to bear. Smarter Bear and your advisor do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met.

- **Liquidity risk:** This is the risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price, or it may not be possible to sell the investment at all. Certain structured products, interval funds, and alternative investments are less liquid than securities traded on an exchange, and you should be aware that you may not be able to sell these products outside of prescribed time periods. You should consult your advisor prior to purchasing products considered illiquid and in instances where changes in your financial situation and objectives may increase your need for liquidity.

- **Inflation risk:** Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of a client’s future interest payments and principal. Inflation also generally leads to higher interest rates, which may cause the value of many types of fixed income investments to decline.

- **Time horizon and longevity risk:** Time horizon risk is the risk that your investment horizon is shortened because of an unforeseen event (e.g., the loss of your job). This may force you to sell investments that you were expecting to hold for the long term. If you must sell when the markets are down, you may lose money. Longevity risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired or nearing retirement.

- **Recommendation of particular types of securities:** Smarter Bear and your advisor will recommend various types of securities and do not primarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks, and it would not be possible to list all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. In very general terms, however, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment. Descriptions of the types of securities Smarter Bear and your advisor may recommend to you and some of their inherent risks are provided below:

- *Money market funds:* A money market fund is technically a security, and, as such, there is a risk of loss of principal, though it is rare. In return for this risk, you should earn a greater return on your cash than you would expect from a Federal Deposit Insurance Corporation (“FDIC”) insured savings account (money market funds are not FDIC insured). Next, money market fund rates are variable. In other words, you do not know how much you will earn on your investment next month. The rate could go up or down. If it goes up, that may result in a positive outcome. If it goes

down, however, and you earn less than you expected to, you may end up needing more cash. A final risk you are taking with money market funds has to do with inflation. Because money market funds are considered to be safer than other investments, long-term average returns on money market funds tend to be less than long-term average returns on riskier investments. Over long periods of time, inflation can eat away at your returns.

- *Stocks*: There are numerous ways of measuring the risk of equity securities (also known simply as “equities” or “stocks”). In very broad terms, the value of a stock depends on the financial health of the company issuing it. Stock prices, however, can be affected by many other factors, including, but not limited to, the class of stock (e.g., preferred or common), the health of the market sector of the issuing company, and the overall health of the economy. In general, larger, more well-established companies (i.e., large-caps) tend to be safer than smaller start-up companies (i.e., small-caps), but the mere size of an issuer is not, by itself, an indicator of the safety of the investment.
- *Mutual funds and ETFs*: Mutual funds and ETFs are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager who trades the fund’s investments in accordance with the fund’s investment objective. Although mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small-cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (e.g., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds in that they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are “no load,” meaning there’s no fee to buy into or sell out of the fund, other types of mutual funds do charge such fees, which can also reduce returns. Mutual funds can also be “closed-end” or “open-end.” Open-end mutual funds continue to allow new investors indefinitely, whereas closed-end funds have a fixed number of shares to sell, which can limit their availability to new investors.

Investments may also be affected by currency controls; different accounting, auditing, financial reporting, disclosure, and regulatory and legal standards and practices; expropriation (occurs when governments take away a private business from its owners); changes in tax policy; greater market volatility; different securities market structures; higher transaction costs; and various administrative difficulties, such as delays in clearing and settling portfolio transactions or in receiving payment of dividends. These risks may be heightened in connection with investments in developing countries. Investments in securities issued by entities domiciled in the U.S. may also be subject to many of these risks.

Any of the common risks described above could adversely affect the value of your portfolio and account performance, and you can lose money. Even though these risks exist, Smarter Bear and your advisor will still earn the fees and other compensation described in this Brochure. Clients should carefully consider the risks of investing and the potential that they may lose principal while Smarter Bear and your advisor continue to earn fees and other forms of compensation.

Your investments are not bank deposits and are not insured or guaranteed by the FDIC or any other governmental agency, entity, or person, unless otherwise noted and explicitly disclosed as such, and as such may lose value.

Item 9: Disciplinary Information

An investment advisor must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of its management personnel. Smarter Bear does not have any disclosure items.

The disciplinary history of Smarter Bear and its representatives can be obtained from the Securities Division of the Office of the Secretary of the Commonwealth:

Secretary of the Commonwealth
One Ashburton Place, Room 1701
Boston, MA 02108
Tel: 617-727-3548
Toll Free: 1-800-269-5428 (within Mass. only)
Fax: 617-248-0177
www.sec.state.ma.us/sct/sctidx.htm
E-mail: securities@sec.state.ma.us

Item 10: Other Financial Industry Activities and Affiliations

Smarter Bear is not, and likewise no IA Reps of the firm are licensed as securities salespersons (“Registered Representatives”) nor insurance agents, and are not in the business of selling securities and insurance products.

IA Reps of Smarter Bear are not associated with broker dealer as Registered Representatives.

IA Reps of the firm are not licensed with any life, disability, and other insurance companies.

Smarter Bear may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients. In such instances, Smarter Bear may receive a portion of the account fee or commissions. In these instances, we will make available to the client a “Compensation Disclosure Statement” and the Investment Advisor Brochure for the other Advisor. The client is under no obligation to use the services of the other Advisor(s) recommended.

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

Code of Ethics

Smarter Bear maintains a Code of Ethics. The Code of Ethics sets forth standards of conduct expected of advisory personnel, requires compliance with federal securities laws and addresses conflicts that arise from personal trading by advisory personnel. Clients may request a copy of the Code of Ethics.

Personal Trading

At times Smarter Bear and/or its IA Reps may take positions in the same securities as clients, and we will try to avoid conflicts with clients. The firm and its IA Reps will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades. We will not violate our fiduciary responsibilities to our clients. Scalping (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

Item 12: Brokerage Practices

Recommendation of Broker/Dealers

For Investment Advising it is recommended, and clients may choose to implement trades and maintain custody of assets through a discount broker. Smarter Bear intends to recommend the services of Charles Schwab & Co., Inc. (“Schwab”). The selection is made on the discount rates and execution services available to the client. Clients may pay transaction fees to Schwab for the purchase of "no-load" funds. Schwab provides the clients with consolidated statements.

Soft Dollar Practices

Smarter Bear may receive compensation from a brokerage firm in the form of research, products or services (“soft dollars”). When a firm uses client brokerage commissions to obtain soft dollars, the firm receives a benefit by not having to produce or pay for such items. A firm may have an incentive to select or recommend a broker/dealer based on soft dollars received, rather than best execution for the client.

Smarter Bear may receive soft dollar compensation from Schwab for research services to include reports, software, consulting and education.

Additionally, Smarter Bear may receive soft dollar compensation from Schwab for non-research services to include software for administrative back office account services including account opening, transaction accounting systems, and tax accounting reports.

Smarter Bear understands its duty for best execution and considers all factors in making recommendations to clients. These research services may be useful in servicing all Smarter Bear clients, and may not be used in connection with any particular account that may have paid compensation to the firm providing such services. While Smarter Bear may not always obtain the lowest commission rate, Smarter Bear believes the rate is reasonable in relation to the value of the brokerage and research services provided.

Client Referrals From Brokers

Smarter Bear will generally maintain an existing broker/dealer relationship when the client is referred to Smarter Bear. In maintaining the existing broker/dealer relationship, a conflict of interest may exist in obtaining best execution by Smarter Bear on behalf of the client. A conflict of interest may exist in obtaining future referrals from a broker/dealer if Smarter Bear did not maintain these existing relationships. Where the client is not referred by an existing broker/dealer, Smarter Bear will recommend a broker/dealer with competitive commission rates.

Directed Brokerage

Client may direct brokerage to a specified broker/dealer other than the firm recommended by Smarter Bear. It is up to the client to negotiate the commission rate, as Smarter Bear will not. The client may not be able to negotiate the most competitive rate. As a result, the client may pay more than the rate available through the broker/dealer used by Smarter Bear. In client directed brokerage arrangements, the client may not be able to participate in aggregated (“blocked”) trades, which may help reduce the cost of execution. Where the client does not otherwise designate a broker/dealer, Smarter Bear will recommend a broker/dealer with competitive commission rates.

Trade Aggregation

While individual client advice is provided each account, client trades may be executed as a block trade. The Advisor encourages its existing and new clients to use the Advisor's "lead custodian." Only accounts in the custody of the lead custodian would have the opportunity to participate in aggregated securities transactions. All trades using the lead custodian will be aggregated and done in the name of the Advisor. The executing broker will be informed that the trades are for the account of the Advisor's clients and not for the Advisor itself. No advisory account within the block trade will be favored over any other advisory account, and thus, each account will participate in an aggregated order at the average share price and receive the same commission rate. The aggregation should, on average, reduce slightly the costs of execution, and the Advisor will not aggregate a client's order if in a particular instance the Advisor believes that aggregation would cause the client's cost of execution to be increased. The Custodian will be notified of the amount of each trade for each account. The Advisor and/or its IA Reps may participate in block trades with clients, and may also participate on a pro rata basis for partial fills, but only if clients receive fair and equitable treatment.

Item 13: Review of Accounts and Reports on Accounts

Reviews

Smarter Bear monitors the individual investments within the Investment Advising program each day the market is open. Portfolio performance is reviewed on a quarterly basis at a minimum. Smarter Bear offers Investment Advising clients an in-person portfolio review meeting on an annual basis. Such reviews will include an update on the client's objectives, a review of the current and intended portfolio allocation, a review of investment performance, and a discussion of unusual events that may impact the client's desire or ability to withdraw and utilize funds at a different rate than had been anticipated.

The plan for Financial Plans clients is updated at least once a year and for clients participating in Financial Plans reviews are conducted at least annually. While we offer one time financial plans, we recommend clients engage us on an annual basis with the Financial Plans program to update the financial plan regularly. Such reviews will include an update on the client's objectives, a review of current and intended portfolio allocations, a review of investment performance, and a discussion of unusual events that may impact the client's financial needs. We will also review the state of the client's estate plan and strategic tax plan.

Reports

All clients will receive standard account statements from investment sponsors and brokerage firms. Investment Advising clients receive a written quarterly performance report from Smarter Bear.

Item 14: Client Referrals & Other Compensation

Referral Fees Paid

Smarter Bear may compensate for client referrals. All solicitor's agreements will be in compliance with the Investment Advisers Act of 1940. In addition, all applicable federal and state laws will also be observed. All clients procured by solicitors will be given full written disclosures describing the terms and fee arrangements between the advisor and the solicitor prior to or at the time of entering into the advisory agreement. **At this time there are no referral arrangements to disclose.**

Referral Fees Received

Smarter Bear may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients where we feel that a client may be better served by a different Advisor in the specific situation. In such instances, Smarter Bear may receive a portion of the account fee or commissions. In these instances, we will make available to the client a "Compensation Disclosure Statement" and the Form ADV for the other Advisor. The client is under no obligation to use the services of the other Advisor(s) recommended.

Smarter Bear does not currently participate in any "wrap fee" program, but may in the future. In instances of a "wrap fee" program, clients will receive a Wrap Fee Brochure (Form ADV Part 2A Appendix 1) disclosures. The regulatory filing of the brochure is prepared by the outside money manager.

Item 15: Custody

Although client assets are held at a third-party independent custodian, Smarter Bear would be deemed to have custody of client funds in the future because of the fee deduction authority granted by the client in the event of execution of our investment advisory agreement. Except for this fee deduction, we do not have authority to withdraw funds out of client accounts.

If/when a client grants Smarter Bear the limited power in a Standing Letter of Authorization (“SLOA”) to the account custodian to disburse funds to a third party, we would be deemed to have custody. Under such circumstances, our firm will follow regulatory guidance in documenting this procedure.

Inadvertent custody may occur if/when the custodial agreement signed by the client may grant our firm broader access to client funds or securities than our own agreement with the client contemplates. Under such circumstances, our firm will follow regulatory guidance in documenting this procedure.

Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian. Client is urged to compare custodial account statements against statements prepared by Smarter Bear for accuracy. Minor variations may occur because of reporting dates, accrual methods of interest and dividends, and other factors. The custodial statement is the official record of your account for tax purposes.

Item 16: Investment Discretion

Smarter Bear does not currently have discretion over any client accounts. A limited power of attorney, limited to the power of executing trades on a non-discretionary basis will be obtained from clients.

Smarter Bear intends to offer to maintain full discretion under a limited power of attorney as to the securities and amount of securities.

Smarter Bear will not have authority to withdraw funds or to take custody of client funds or securities, other than under the terms of the Fee Payment Authorization clause in the Agreement with the client.

The client will designate the broker/dealer to be used for trading and custodial services. While Smarter Bear may “trade away” for bond transactions in order to seek best execution. The bonds will be custodied at the broker/dealer designated by the client under a prime brokerage arrangement.

Item 17: Voting Client Securities

Smarter Bear does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.

Item 18: Financial Information

An investment advisor must provide financial information if a threshold of fee prepayments is met; there is a financial condition likely to impair the ability to meet contractual commitments; or, a bankruptcy within the past ten years. Smarter Bear does not have any disclosure items in this section.

Smarter Bear does not solicit prepayment of more than \$500 in fees per client six (6) months in advance.

Item 19: Requirements for State Registered Advisors

Smarter Bear's Principal Executive Officer is Lawrence Derany. Information regarding Mr. Derany's Education, Background and Other Businesses can be found in his supplemental ADV Part 2B brochure.

Smarter Bear's Chief Compliance Officer is Duncan Perry. Information regarding Mr. Perry's Education, background and other businesses can be found in his supplemental ADV Part 2B brochure.

Smarter Bear is not actively engaged in any other business other than giving investment advice. Mr. Derany and Mr. Perry also offer management consulting services to corporations seeking operational advice based upon each officer's decades of experience in industry. None of the management consulting services offered involved advice concerning publicly traded securities or any form of investment which might create a conflict of interest. In the event that a management consulting engagement were to create a possible conflict of interest for any client, Smarter Bear would disclose that conflict to the client in advance of taking the engagement.

As stated in Item 6, Smarter Bear does not charge performance-based fees or other fees based on a share of capital gains on or on capital appreciation of client assets.

Neither Smarter Bear nor our employees have been involved in an arbitration claim or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Neither Smarter Bear nor our employees have any relevant material relationships with issuers of securities.

Form ADV Part 2B
Brochure Supplement



Name of Supervised Person/IA Rep	Lawrence J. (“Larry”) Derany, CRD# 7692869
Address	1 Pinewood Circle, Wellesley, MA 02482
Phone Number	781-413-6671
Date of Brochure as Last Revised	3/28/2023

Name of Registered Investment Advisor	Smarter Bear LLC d/b/a Smarter Bear Financial Advisory
Address	106 Elmwood Rd., Swampscott, MA 01907
Phone Number	508-203-1479
Website Address	www.smarterbear.net

This Brochure Supplement provides information about Larry Derany that supplements the Smarter Bear Financial Advisory brochure Form ADV Part 2A. You should have received a copy of that brochure. Please contact Duncan Perry, (508) 203-1125, if you did not receive Smarter Bear Financial Advisory’s brochure or if you have any questions about the contents of this supplement. Additional information about Larry Derany is available on the SEC’s website at: www.adviserinfo.sec.gov

Item 2: Educational Background and Business Experience

Name: Lawrence J. Derany, CRD# 7692869
Year of Birth: 1957
Education: Brandeis University, Waltham, MA
BA, Economics, 1979
Northeastern University, Boston, MA
MBA, Highest Honors, 1992
Business: Smarter Bear Financial Advisory, Swampscott, MA, Principal, IA Representative
March, 2023 - present
Tibco Software Inc, Waltham, MA,
Senior Vice President - Analytics, Data Management and Data Science
June, 2013 – March, 2023
StreamBase Systems, Waltham, MA
Senior Vice President of Products
May, 2007 – June, 2013 (Acquired by Tibco Software Inc.)
Network Intelligence Corp., Westwood, MA, VP Engineering and Hardware Ops
April, 2005 – May, 2007 (Acquire by RSA/EMC)
Stargus, Andover, MA, COO and VP of Engineering
September, 2001 – April, 2005 (Acquired by C-Cor Corporation)

Item 3: Disciplinary Information

An investment advisor and its supervised persons (IA Reps) must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of the IA Rep. Larry Derany does not have any disclosure items.

Item 4: Other Business Activities

Larry Derany also provides management consulting to high technology companies based upon his decades of experience as a senior executive at a number of successful software and other technology corporations. These engagements are periodic and do not require in excess of 25% of his time each year.

Item 5: Additional Compensation

Larry Derany may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients. In such instances, Larry Derany may receive a portion of the account fee or commissions. In these instances, we will make available to the client a "Compensation Disclosure Statement" and the Investment Advisor Brochure for the other Advisor. The client is under no obligation to use the services of the other Advisor(s) recommended.

Item 6: Supervision

Larry Derany formulates his own investment advice. Duncan Perry, Chief Compliance Officer, monitors portfolios for investment objectives and other supervisory reviews. Duncan Perry may be contacted at the phone number of the main office as shown on the cover page.

Larry Derany is a Principal of the Smarter Bear. As such, Larry Derany is responsible for all advice provided to clients.

Item 7: State Registered Advisors

Larry Derany has not been subject to any disciplinary events and is not the subject of any bankruptcy petitions.

Name of Supervised Person/IA Rep	Duncan G. Perry, CRD# 7692731
Address	18 Skyline Dr., Wellesley, MA 02482
Phone Number	781-775-3178
Date of Brochure as Last Revised	3/28/2023

Name of Registered Investment Advisor	Smarter Bear LLC d/b/a Smarter Bear Financial Advisory
Address	106 Elmwood Rd., Swampscott, MA 01907
Phone Number	508-203-1479
Website Address	www.smarterbear.net

This Brochure Supplement provides information about Duncan Perry that supplements the Smarter Bear Financial Advisory brochure Form ADV Part 2A. You should have received a copy of that brochure. Please contact Duncan Perry, (508) 203-1125, if you did not receive Smarter Bear Financial Advisory's brochure or if you have any questions about the contents of this supplement. Additional information about Duncan Perry is available on the SEC's website at: www.adviserinfo.sec.gov

Item 2: Educational Background and Business Experience

Education and Business Background

Name: Duncan G. Perry, CRD# 7692731

Year of Birth: 1963

Education: Cornell University, Ithaca, NY
BS, Electrical Engineering, 1984
BA, History, 1984

Cornell University, Ithaca, NY
MBA, Finance, 1988

Business: Smarter Bear Financial Advisory, Swampscott, MA, Principal, IA Representative
January, 2023 - present

Numerated Growth Technologies Inc., Boston, MA
Chief Financial Officer
December, 2019 – December, 2022

Klaviyo, Inc., Boston, MA
VP Finance
December, 2017 – December, 2019

Charles River Development, Burlington, MA,
Sr. Director, Finance
January, 2013 – December, 2017 (Acquire by State Street Bank)

PeopleCube, Framingham, MA
CFO and SVP of Operations
September, 2009 – December, 2012 (Acquired by Asure Software)

Treedia Labs, Cambridge, MA
CFO & COO
March, 2006 – September, 2009

Artisoft, Inc. (Nasdaq:ASFT), Cambridge, MA
CFO and SVP Operations
January, 2003 – January, 2006

Supplyworks, Bedford, MA
CFO
January, 2000 – August, 2002

Professional Designations Qualifications

Certified Management Accountant (CMA) – The CMA certification is provided by the Institute of Management Accounts. CMA candidates must pass an extensive examination which covers External Financial Reporting Decisions, Planning, Budgeting, and Forecasting, Performance Management, Cost Management, Internal Controls, Technology and Analytics, Financial Statement Analysis, Corporate Finance, Decision Analysis, Risk Management, Investment Decisions and Professional Ethics. Candidates must also have at least 2 years of relevant work experience and a relevant bachelors degree or equivalent.

Item 3: Disciplinary Information

An investment advisor and its supervised persons (IA Reps) must disclose material facts about any legal or disciplinary event that is material to a client's evaluation of the advisory business or of the integrity of the IA Rep. Duncan Perry does not have any disclosure items.

Item 4: Other Business Activities

Duncan Perry also provides management consulting to high technology companies based upon his decades of experience as a senior executive at a number of successful software and other technology corporations. These engagements are periodic and do not require in excess of 25% of his time each year.

Item 5: Additional Compensation

Duncan Perry may exercise agreements with other Registered Investment Advisors and recommend other Advisors to clients. In such instances, Duncan Perry may receive a portion of the account fee or commissions. In these instances, we will make available to the client a "Compensation Disclosure Statement" and the Investment Advisor Brochure for the other Advisor. The client is under no obligation to use the services of the other Advisor(s) recommended.

Item 6: Supervision

Duncan Perry formulates his own investment advice. As Chief Compliance Officer, Duncan Perry monitors portfolios for investment objectives and other supervisory reviews. Duncan Perry may be contacted at the phone number of the main office as shown on the cover page.

Duncan Perry is a Principal of the Smarter Bear. As such, Duncan Perry is responsible for all advice provided to clients.

Item 7: State Registered Advisors

Duncan Perry has not been subject to any disciplinary events and is not the subject of any bankruptcy petitions.