

Item 1- Cover Page

OCTO Capital, LLC

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January 7, 2023

OCTO Capital, LLC
Form ADV Part 2A

This brochure provides information about the qualifications and business practices of OCTO CAPITAL, LLC. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 248-731-7729. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about OCTO CAPITAL, LLC (Firm CRD #174351) is available on the SEC's website at www.adviserinfo.sec.gov

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material changes since the last update

Octo Capital has had no material changes since its last ADV annual update filing of January 6, 2022; however, in January 2023 Octo Capital made updates to:

1. Item 5 (The firm's fee schedule)
2. Item 4 (The firm's assets under management)
3. Added item 20 (Additional information) – a written acknowledgment with respect to our status as a fiduciary under Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 248-731-7729 or by email at: dshub@octo-capital.com

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Item 4 – Advisory Business

OCTO CAPITAL, LLC (“Advisor”) was founded in June 2013 and began offering investment advisory services in January 2015. The principal owner is Daniel B. Shub. As a Registered Investment Adviser, OCTO Capital has a fiduciary duty to its clients. OCTO Capital provides portfolio management and financial planning services, including investment advice to individuals, families, and ERISA retirement plans. Portfolio management services, provided under Octo Capital’s Investment Advisory Agreement, include initially reviewing clients’ existing investment portfolios and other data, developing an investment policy statement, building portfolio recommendations consistent with clients’ stated financial objectives, and implementing these recommendations at a third-party custodian (see Custody). Portfolio management services also include the ongoing monitoring of the investment portfolio, asset allocation analysis, rebalancing, tax-loss harvesting recommendations, and review meetings with clients. Investment recommendations are primarily limited to open-end mutual funds and exchange-traded funds, but we also serve to help clients with existing positions in individual stocks. We do not advise our clients to invest in individual stocks.

All client portfolios are customized and built for each individual relationship, although many clients will hold similar securities and allocations. The portfolio construction process begins with a discussion of the client's goals and risk tolerance to determine a suitable long-term investment portfolio. We do not participate in wrap fee programs, and investment management fees are not linked to a client's portfolio performance.

Advisor offers discretionary asset management services to advisory clients. The client will authorize Advisor discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

Financial planning services include retirement income planning, education funding planning, stock compensation planning, insurance needs analysis, multi-generational financial planning, and philanthropic planning.

The firm does not sell commissioned products. The firm’s managing member is affiliated with entities that sell insurance products.

Octo Capital hereby acknowledges that it is a “fiduciary” when the firm’s services are subject to the provisions of ERISA of 1974, as amended.

Retirement Plan Rollovers - We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. We must act in your best interest and not put our interest ahead of yours. If we recommend that you roll over your retirement plan assets into an account to be managed by us, such a recommendation creates a conflict of interest if we will earn a new (or increase our current) advisory fee because of the rollover. You are under no obligation to roll over plan assets to an IRA managed by us or to engage us to monitor and/or manage the account while maintained at your employer (See Item 20 – Additional Information).

Advisor provides newsletters to clients. Newsletters are educational and informational in nature, and no recommendations are made, and no personalized investment advice is given. Newsletters are provided free of charge.

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written client consent.

As of December 31, 2022, Advisor had assets under management of \$81,966,265 in discretionary assets and \$0 in non-discretionary assets.

Item 5 – Fees and Compensation

Our compensation philosophy is a function of our advice-centric business model. This is an important distinction when comparing to firms that follow an asset-centric or asset gathering model.

OCTO Capital is compensated only by the fees paid by its clients. OCTO Capital is not affiliated with a broker/dealer, and as such, does not carry licenses necessary to receive securities commissions.

We charge a flat fixed fee for a combined Investment and Financial Advisory service. A percentage of portfolio size does not apply. The fee is negotiated individually and generally ranges between \$4,000 and \$10,000 per year depending on the scope of the services provided, complexity, time involvement, number and type of accounts, number of objectives, number of individuals, ongoing administrative needs and/or other miscellaneous requirements. The annual fees are pro-rated and paid in advance on a quarterly basis.

We reserve the right to charge less or more for engagements where deemed appropriate. Many long-term clients pay lower fees than the current standard rates. Clients who hired Octo Capital prior to the adoption of the current fee schedule are billed an advisory fee based on the fee schedule reflected in their Investment Advisory Agreements. We may change fees in response to operational efficiency and to maintain quality client service. Any increases or decreases in the fee requires a (30) days prior notice to you, and your acknowledgement and agreement in writing.

In addition, we reserve the right to offer the advisory fee based on a percentage of assets under management (“AUM”), equal to 1.00% – 1.25% per annum, in the situations where a flat fixed fee may not be appropriate (e.g., the minimum fixed fee exceeds 1.00% – 1.25% of assets to be managed).

For the initial billing period, the fee is prorated for the remainder of the quarter (if services commenced in the middle of a calendar quarter); this prorated fee is billed on the first business day of the month following the commencement of services. Should a client terminate the relationship with OCTO Capital, the unearned portion of the retainer fee will be refunded. Clients terminating their contract with OCTO Capital within the first five days are entitled to a full refund. Clients may elect to pay this fee directly or have the fee deducted quarterly from investment accounts.

The investment advisory fee will be billed directly to the Custodian. The Custodian will deduct the fee for the Account upon receipt of the invoice or shortly thereafter.

OCTO Capital's negotiable annual advisory fee will be subject to the terms and conditions of the Investment Advisory Agreement, depending upon various factors. As a result of these factors, similarly, situated clients could pay different fees. Moreover, the services to be provided by OCTO Capital to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Clients may incur fees from the custodian selected to provide record-keeping, tax reporting, and statement production services. These fees may include IRA and retirement account annual fees, nominal trade ticket charges, or banking fees. No portion of these fees is retained by or remitted to OCTO Capital.

Clients may elect to engage OCTO Capital to provide Financial Planning and Consulting Services only.

This service is done on a fixed fee basis, ranging from \$2,500 to \$10,000 per plan. Fees for our planning services take into consideration factors such as the complexity of your financial profile, the time involved in developing your plan and assisting you in its execution, assets that comprise your overall portfolio, as well as the number of individual accounts comprising the portfolio. Services include but are not limited to a thorough review of all applicable topics, including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. Financial plans will be completed and delivered within sixty (60) days. Clients may terminate advisory services with seven (7) days written notice. Fees for financial plans are billed 50% in advance, with the balance due upon delivery of the financial plan. All fees paid to OCTO Capital for financial planning and consulting services are separate and distinct from the asset management fees charged by an investment adviser to implement such recommendations.

Clients hiring Octo Capital for ongoing Investment and Financial Advisory services do not pay an additional fee for Financial Planning and Consulting Services described above.

Item 6 – Performance-based fees

We do not charge performance-based fees.

Item 7 – Types of Clients

Our firm works primarily with individuals and families but may also serve retirement plans, foundations, endowments, and non-profit organizations.

We do not require a minimum to open an account. However, we may review the situation on an individual basis to ensure we can provide services in the client's best interest.

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

Our investment services are largely based on academic research and evidence-based strategies. Research proves that passive index investing works for all investors, regardless of size or scope. Our investment strategy begins with a general long-term acceptance of the Efficient Market Hypothesis, which states that the primary driver of a portfolio's risk and return characteristics is determined by asset allocation and not security selection. As countless studies have proven, active management as a whole underperforms the market portfolio and attempting to pick investments or investment managers which will outperform the market is more an act of luck than skill. To protect our clients from the needless costs of active management and the inevitable underperformance that results, clients are advised to invest in passive strategies, also known as index funds. Using the knowledge and tools provided by financial science, we build portfolios with focused exposure to key "factors" of returns, such as company size, relative price (value), profitability, and momentum. This exposure largely determines a portfolio's risk and return. The primary vehicles recommended to OCTO Capital clients are institutional class mutual funds and exchange-traded mutual funds.

As with any stock-based investment, mutual funds, including passively managed mutual funds, carry the risk of losses. While we can reduce company-specific risk through diversification, eliminate manager-risk with passive portfolios, and reduce overall portfolio volatility with a broad mix of stocks, bonds, and other assets, we cannot eliminate the risk of fluctuation that comes with investing in stocks and bonds. It is always possible in any given week, month, or year that an investor's portfolio value could be less than the previous period. The Efficient Market Hypothesis dictates that it is this market risk that offers investors potential long-term rewards, so we aim to reduce other previously mentioned risks wherever possible.

Item 9 – Disciplinary Information

Neither Daniel Shub nor any employees of OCTO Capital have ever been convicted of, pled guilty, or no contest to any felony or misdemeanor in a criminal or civil action in any foreign or domestic court. Neither Daniel Shub nor any employees of OCTO Capital have ever been part of a proceeding before the SEC, FINRA, or any other industry regulatory agency. Neither Daniel Shub nor any employees of OCTO Capital have ever been part of a self-regulatory organization's proceeding.

Item 10 – Other Financial Industry Activities and Affiliation

Neither Daniel Shub nor any employees of OCTO Capital are registered or applying to register as a broker-dealer, or registered representative of a broker-dealer, or futures commissions merchant, commodity pool operator, or commodity trading advisor.

Neither Daniel Shub nor any employee of OCTO Capital has a relationship with a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company, outside investment adviser, banking or thrift institution, accounting firm, law firm, pension consultant, real estate broker, sponsor or syndicator of limited partnerships.

Material Relationship Maintained by this Advisory Business and Conflicts of Interest

Daniel Shub is a licensed Life insurance agent and an owner of Shub & Company, LLC - a licensed life insurance agency, which is under common control and ownership. As an independently licensed insurance agent, on occasion, Daniel Shub, in this capacity, may recommend, on a fully disclosed commission basis, the purchase of insurance products. Insurance products may be recommended to help minimize exposure to identified risks and to meet stated personal and/or business needs. This activity presents a conflict of interest; however, OCTO Capital is a fiduciary to each advisory client and is obligated to ensure that insurance product recommendations are suitable based on what is known about our client. Clients are welcome but never obligated to purchase insurance or utilize any recommended company. Clients are welcome to utilize their selected providers and implement recommendations in whole or in part, entirely at their discretion.

The following information pertains to annuity products:

Insurance agents are required to comply with "Best Interest" rules (as adopted by Michigan and various states) and are required to act in the best interests of clients under the circumstances known at the time an insurance-related recommendation is made. In addition, the following requirements apply:

Care obligation: In making recommendations, an agent must exercise reasonable diligence, care, and skill to

1. Know the consumer's financial situation, insurance needs, and financial objectives;
2. Understand the available options after making a reasonable inquiry into the products available to the agent;
3. Have a reasonable basis to believe the recommended option effectively addresses the consumer's financial situation, insurance needs, and financial objectives over the life of the product, as evaluated in light of the consumer profile information; and
4. Communicate the basis of the recommendation. In the case of an exchange or replacement of an annuity, the agent must consider the whole transaction, which includes taking into consideration whether
 1. The client/consumer will incur a surrender charge, be subject to the commencement of a new surrender period, lose existing benefits, such as death, living, or other contractual benefits, or be subject to increased fees, investment advisory fees, or charges for riders and similar product enhancements;
 2. The replacing product would substantially benefit the consumer in comparison to the replaced product over the life of the product; and

3. The consumer has had another annuity exchange or replacement and, in particular, exchange or replacement within the preceding 60 months.

Disclosures:

1. Prior to the recommendation or sale of an annuity, the agent shall provide prominent written disclosure to the advisory client/consumer, which contains: A description of the scope and terms of the relationship with the consumer and the agent's role in the transaction;
2. An affirmative statement that the agent, in her/his separate capacity as a registered investment adviser representative engages in investment advisory services but does not receive commissions in connection with securities recommendations (only insurance products).
3. An affirmative statement describing the insurers she is authorized, contracted (or appointed), or otherwise able to sell insurance products for.
4. A description of the sources and types of cash and non-cash compensation to be received, including compensation (if any) for the sale of a recommended annuity by commission as part of the premium or other remuneration received from the insurer, intermediary, or other producer or by a fee as a result of a contract for advice or consulting services (in a separate capacity as an investment adviser representative); and
5. A notice of the /consumer's right to request additional compensation information.

Upon request of the consumer or the consumer's designated representative, a licensed agent shall disclose

1. A reasonable estimate of the cash compensation to be received, in range of amounts or percentages; and
2. Whether the compensation is a one-time or multiple occurrence amount, and if the latter, the frequency and amount of the occurrence, which may be stated as a range of amounts or percentages; and
3. Prior to or at the time of the recommendation or sale of an annuity, the agent shall have a reasonable basis to believe the consumer has been informed of various features of the annuity, such as the potential surrender period and surrender charge; potential tax penalty if the consumer sells, exchanges, surrenders or annuitizes the annuity; mortality and expense fees; investment advisory fees; any annual fees; potential charges for and features of riders or other options of the annuity; limitations on interest returns; potential changes in nonguaranteed elements of the annuity; insurance and investment components; and market risk.

To meet disclosure obligation, licensed agents shall at the time of recommendation or sale:

1. Make a written record of a recommendation and the basis for the recommendation;
2. Obtain a consumer-signed statement documenting: a customer's refusal to provide the consumer profile data, if any; and a customer's understanding of the ramifications of not providing his/her consumer profile data or providing insufficient data; and
3. Obtain a consumer-signed statement acknowledging the annuity transaction is not recommended if a customer decides to enter into an annuity transaction that is not based on the agent's recommendation (however, in this instance, it would be highly unlikely that such a transaction would be placed and such a request would be declined).

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

We do not utilize nor select third-party investment advisers.

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

As a Registered Investment Adviser, OCTO Capital has a fiduciary duty to its clients. In the simplest of terms, this means that our first obligation is to put the client's needs above all other interests or conflicts. OCTO Capital takes our fiduciary duty very seriously and has built our business model around our obligation to minimize conflicts of interest with our clients and to truly make recommendations that are in their best interests.

OCTO Capital's owner and employees will adhere to all federal and state securities laws and regulations. All OCTO Capital related persons will be held to the highest standard of conduct and shall not withhold pertinent information from clients regarding securities recommendations, act to deceive or defraud any client or outside party, or otherwise partake in any activity with the intent to deceive or defraud any regulatory body, government office or client.

OCTO Capital's owner and employees may buy or sell securities for themselves, which are also recommended to clients, which represents a conflict of interest. In an effort to avoid conflicts of interest, OCTO Capital monitors and supervises the personal securities transactions of all employees and its owner. Monitoring is conducted by Daniel Shub, Managing Member and Chief Compliance Officer of OCTO Capital. OCTO Capital retains records of all securities transactions conducted by employees and owners. For compliance purposes with regulations, all employees and the owner are considered "access persons" whose transactions will be monitored.

As a matter of principle, OCTO Capital's owner and employees are to withhold public comment regarding advice on individual securities, as to avoid conflicts of interest when these comments may enrich the OCTO Capital associated person.

Item 12 – Brokerage Practices

In general, price (cost of commissions) and trade execution are the primary drivers of a decision to recommend broker-dealers for client transactions. We work primarily with TD Ameritrade Institutional, a subsidiary of The Charles Schwab Corporation.

Soft dollars: OCTO Capital may receive an economic benefit from external sources in the form of the support products and services they make available to other independent investment advisors and us. The availability to us of an external source's products and services is not based on our offering particular investment advice, such as buying particular holdings for our clients.

OCTO Capital does receive research or products and services from TD Ameritrade Institutional in connection with client securities transactions. This includes securities research and a trading platform. As a practice, OCTO Capital does not rely on the research provided by TD Ameritrade. The trading platform provides significant business efficiency, which benefits our clients. As well, it is very common for custodial broker-dealers to provide trading access to client accounts. All broker-dealers that our clients work with provide investment transaction and pricing data so that we are able to accurately track investment performance.

Dimensional Fund Advisors (DFA).

We utilize resources made available to us through DFA to analyze investments for your account, such as historical market analysis and risk/return analysis. DFA also provides other advisers and us in its network with education and analytics tools, practice management support, and other resources. These tools are made available to us because we are considered an approved adviser on the DFA platform. While we are not required to commit any specific level of client assets to participate on the DFA platform, these services are not available to financial advisers that have less than \$20 million of their client's assets on the DFA platform. While receiving materials from DFA may cause a conflict of interest, we mitigate this risk by evaluating and treating the available resources in the same way as the resources received from TD Ameritrade and other sources.

OCTO Capital does not receive client referrals from any broker-dealers.

Directed Brokerage: While OCTO Capital would permit clients to request directed brokerage, the majority of our clients are individuals who generally have transactions executed at TD Ameritrade. OCTO Capital does not encourage directed brokerage, which is more common for the mutual fund or pension fund managers regularly trading equities.

Trade Aggregation: We may aggregate ETF trade when possible in order to obtain the best execution. If OCTO Capital decides to purchase or sell the same security for several clients at approximately the same time, allocations are done in an equitable fashion, typically on a pro-rata basis.

Item 13 – Review of Accounts

Daniel Shub, the Managing Member of OCTO Capital, reviews each client’s portfolio no less frequently than once per quarter. At the end of each quarter, OCTO Capital reviews an updated Asset Allocation analysis and trailing period performance report for all investment management clients. The Asset Allocation report is then compared to the client’s signed Investment Policy Statement to analyze the variance from the target portfolio allocation. Additionally, performance is compared to broad market averages to ensure that the client is capturing as much of the long-term return of the market as possible. Clients will also receive monthly statements from their custodian (i.e., TD Ameritrade Institutional). Accounts are also reviewed during an annual portfolio review meeting with the firm’s clients.

Item 14 – Client Referrals and Other Compensation

No one outside of OCTO Capital’s owner and employees provides investment advice to OCTO Capital clients (exclusive of outside relationships our clients may choose to have). OCTO Capital does not compensate outside parties for client referrals. This includes existing clients or other outside professionals (such as CPAs, attorneys, etc.). OCTO Capital does not share revenue or pay “finders fees” for client referrals.

Item 15 – Custody

For clients that do not have their fees deducted directly from their account(s) and have not provided Octo Capital with any standing letters of authorization to distribute funds from their account(s), Octo Capital will not have any custody of client funds or securities. For clients that have their fees deducted directly from their account(s) or that have provided Octo Capital with discretion as to amount and timing of disbursements pursuant to a standing letter of authorization to disburse funds from their account(s), Octo Capital will typically be deemed to have limited custody over such clients’ funds or securities pursuant to the SEC’s custody rule and subsequent guidance thereto. At no time will Octo Capital accept full custody of client funds or securities in the capacity of a custodial broker-dealer, and at all times client accounts will be held by a third-party qualified custodian as described in Item 12, above.

If a client receives account statements from both the custodial broker-dealer and Octo Capital or a third-party report provider, client is urged to compare such account statements and advise Octo Capital of any discrepancies between them. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 - Investment Discretion

OCTO Capital accepts discretionary authority over clients' investment portfolios under our management, including the type of security and number of shares. At the client's request specified in the Investment Advisory Agreement, we can discuss all transactions before any trades are placed in client accounts, however, having discretion over mutual fund and ETF trades allows us to be more flexible for those clients who prefer not to discuss each trade with us.

The client approves the custodian to be used and the commission rates paid to the custodian. Advisor does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Item 17 – Voting Client Securities

OCTO Capital does not accept the authority to and does not vote proxies on behalf of advisory clients. Clients will receive proxy solicitations directly from the custodian. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios.

Further, we will have no power, authority, responsibility, or obligation to take any action with regard to any claim or potential claim in any bankruptcy proceeding, class action securities litigation, or other litigation or proceeding relating to securities held at any time in a client account, including without limitation, to file proofs of claim or other documents related to such proceeding, or to investigate, initiate, supervise, or monitor class action or other litigation involving client assets.

Item 18 – Financial Information

A balance sheet is not required to be provided because OCTO Capital does not serve as a custodian for client funds or securities and does not collect asset management fees for a period of greater than one quarter. OCTO Capital maintains at all times a minimum net worth of \$10,000 as required by Uniform Securities Act, Rule 451.4.17, as an investment adviser who has discretionary authority over client funds or securities but does not have custody of client funds or securities. OCTO Capital has no outstanding liabilities or financial impairments that would inhibit our ability to provide promised services to clients. OCTO Capital does not require or solicit fees of \$500 or more six months or more in advance. Neither OCTO Capital nor its management has had any bankruptcy petitions in the last ten years.

Item 19 – Requirements for State Registered Advisors

Education and business background, including any outside business activities for all management and supervised persons, can be found in the Supplement to this Brochure (Part 2B of Form ADV Part 2).

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities -
None to report

Item 20 - Additional Information

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. If we recommend that you roll over your retirement plan assets into an account to be managed by us, such a recommendation creates a conflict of interest if we will earn a new (or increase our current) advisory fee because of the rollover. So, we operate under certain rules that require us to act in your best interest and not put our interests ahead of yours. Therefore, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (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 interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, will may earn a new (or increase our current) advisory fee we charge you as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating a higher compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, 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.

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:

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.
4. Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.

- a. Employer retirement plans generally have a more limited investment menu than IRAs.
 - b. Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
 - a. If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
 - b. You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond the Required Minimum Distribution (RMD) age.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.
 - a. Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
7. You may be able to take out a loan on your 401k, but not from an IRA.
8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.

Privacy Policy Notice

OCTO Capital, LLC has adopted this privacy policy with recognition that protecting the privacy and security of the personal information we obtain about our customers is an important responsibility. We also know that you expect us to service you in an accurate and efficient manner. To do so, we must collect and maintain certain personal information about you. We want you to know what information we collect and how we use and safeguard that information.

Information We Collect: We collect certain nonpublic information about you ("Customer Information"). The essential purpose for collecting Customer Information is to allow us to provide advisory services to you. Customer Information we collect may include the following:

- Information that you provide on applications or other forms which may include personal and household information such as income, spending habits, investment objectives, financial goals, statements of account, and other records concerning your financial condition and assets. Additional information we may gather includes information concerning employee benefits and retirement plan interests, wills, trusts, mortgages and tax returns.
- Identifying information such as your name, age, address, social security number, etc.
- Information about your transactions with us, or others (e.g. broker/dealers, clearing firms, or other chosen investment sponsors).
- Information we receive from consumer reporting agencies (e.g. credit bureaus), as well as other various materials we may use to provide an appropriate recommendation or to fill a service request.

Security of Your Information: We restrict access to your nonpublic personal information to those employees who need to know that information to service your account. We maintain physical, electronic and procedural safeguards that comply with applicable federal or state standards to protect your nonpublic personal information.

Information We Disclose: We do not disclose the nonpublic personal information we collect about our customers to anyone except: (i) in furtherance of our business relationship with certain service providers, and then only to those persons necessary to effect the transactions and provide the services that they authorize (such as broker-dealers, custodians, independent managers, third-party service providers, insurance companies, etc.); (ii) to persons assessing our compliance with industry standards (e.g., professional licensing authorities, etc.); (iii) our attorneys, accountants, and auditors; or (iv) as otherwise provided by law.

We are permitted by law to disclose the nonpublic personal information about you to governmental agencies and other third parties in certain circumstances (such as third parties that perform administrative or marketing services on our behalf or for joint marketing programs). These third parties are prohibited to use or share the information for any other purpose. If you decide at some point to either terminate our services or become an inactive customer, we will continue to adhere to our privacy policy, which may be amended from time to time.

Former Clients: If you decide to close your account(s) or become an inactive customer, we will adhere to our privacy policies, which may be amended from time to time.

Disclosures to Associated Firms: Certain partners or advisors are associated with related insurance agency. If you are a client of a related insurance agency, these partners or advisors may obtain information necessary to establish and /or service your account.

Changes to Our Privacy Policy: Except as required or permitted by law, we do not share confidential information about you with non-affiliated third parties. In the unlikely event there were to be a change in this fundamental policy that would permit or require additional disclosures of your confidential information, we will provide written notice to you, and you will be given an opportunity to direct us as to whether such disclosure is acceptable.

Questions: If you have questions about this privacy notice or have a question about the privacy of your customer information call our main number 248-731-7729 and ask to speak to the Chief Compliance Officer.

Please contact our office if you would like a current copy of Forum's Form ADV Part 2A mailed to you.

OCTO Capital, LLC is registered as an investment advisor and only transacts business in states where it is properly registered, or is excluded or exempted from registration requirements. Registration does not constitute an endorsement of the firm by FINRA or SEC nor does it indicate that the advisor has attained a particular level of skill or ability. The home office is located at 31600 Telegraph Road, Suite 200, Bingham Farms, MI 48025 | web: www.octo-capital.com

Business Continuity Plan Disclosure Statement

OCTO Capital, LLC (or the “Firm”) has adopted a Business Continuity Plan (“BCP”) pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”) and the rules and guidance (the “Rules”) of the United States Securities and Exchange Commission (“SEC”) and/or the laws of the states where the OCTO Capital, LLC is registered as a Registered Investment Adviser. The purpose of the BCP is to define the strategies and plans that will be used by the Firm during a significant business disruption (“SBD”). The BCP is prepared to address both internal SBDs, such as a fire in the Firm’s building, and external SBDs, such as a natural disaster, terrorist attack, or citywide power disruption.

Our Business Continuity Plan

In the event of an SBD, OCTO Capital, LLC will safeguard employee lives and the Firm’s property. OCTO Capital, LLC will work to re-establish the systems necessary to quickly recover and resume operations, protect the Firm’s books and records and allow OCTO Capital’s customers to transact business to the extent reasonable and practical under the circumstances. OCTO Capital’s BCP addresses alternate office locations, customer access to funds and securities, financial and operational assessments, data backup and recovery, critical systems, alternative communications with customers, employees, and regulators, and critical business constituents.

Contacting Advisor and Accessing Funds and Securities

If you are not able to contact OCTO Capital through the Firm’s regular telephone number at 248-731-7729, please contact us via email at dshub@octo-capital.com. For questions relating directly to accessing funds and securities in your account, please contact:

TD Ameritrade Institutional, Division of TD Ameritrade, Inc., member FINRA/SIPC, a subsidiary of The Charles Schwab Corporation.

Phone 800-431-3500

Website: www.advisorclient.com

Address: 7801 Mesquite Bend Drive, Suite 112 Irving TX, 75063

Varying Disruptions

SBDs can vary in their scope, from only our Firm to a single building housing our Firm, the business district where OCTO Capital is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or a building, housing OCTO Capital’s operations, the Firm intends to transfer its operations to a local site when needed and expects to recover and resume business within a short time period. In a disruption affecting OCTO Capital’s business district, city, or region, the Firm intends to transfer our operations to a site outside the affected area and recover and resume business within a short time period. In either situation, the Firm plans to continue in business. However, the ability of OCTO Capital to fully function is dependent on outside sources that may be outside of the Firm’s control, including the availability of electricity, telephones, Internet, transportation, and the functioning of institutions and markets worldwide. Nothing in OCTO Capital’s BCP or this disclosure statement is intended to provide a guarantee or warranty regarding the actions or performance of OCTO Capital, LLC.

Additional Information - If you have questions about OCTO Capital’s business continuity planning, please contact us at 248-731-7729.