

Item 1- Cover Page

OCTO Capital, LLC

31600 Telegraph Road, Suite 200

Bingham Farms, MI 48025

(248) 731-7729

www.octo-capital.com

info@octo-capital.com

September 3, 2020

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 and/or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the last Update

There have been two changes since the firm's last update of January 18, 2020:

1. Effective 9/23/2020 OCTO Capital's new office address is: 31600 Telegraph Road, Suite 200, Bingham Farms, MI 48025
2. Assets under management - updated.

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: info@octo-capital.com

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Item 4 - Advisory Business

Firm Description

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. OCTO Capital provides portfolio management and financial planning services, including investment advice to individuals, families, and ERISA retirement plans. Portfolio management services include developing an investment policy statement, building portfolio recommendations 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 and tax-loss harvesting recommendations. Investment recommendations are primarily limited to open-end mutual funds, exchange-traded funds, and limited amount of individual stocks. We also serve to help clients with existing positions 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.

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.

Other professionals (e.g., lawyers, accountants, tax preparers, insurance agents, etc.) are engaged directly by the client on an as-needed basis and may charge fees of their own. For example, tax preparation and to the extent your estate plan needs to be updated, the tax preparer and/or attorney will bill the client separately. Conflicts of interest will be disclosed to the client in the event they should occur.

Types of Advisory Services

The investment advisory services of OCTO Capital described in this disclosure brochure are provided to you through an appropriately registered and qualified individual who is an investment adviser representative of OCTO Capital. Your investment adviser representative is typically limited to providing the services and charging investment advisory fees in accordance with the descriptions detailed in this brochure. Your investment adviser representative is generally allowed to set OCTO Capital's fee within a range prescribed by OCTO Capital. As a result, the rates actually charged by two different investment adviser representatives of OCTO Capital may vary for similar services.

Asset Management

Advisor offers discretionary direct asset management services to advisory clients. Advisor will offer clients ongoing portfolio management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors. The client will authorize Advisor discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

Financial Planning and Consulting

If financial planning services are applicable, the client will compensate Advisor on a negotiable fixed fee or an hourly fee basis described in detail under "Fees and Compensation" section of this brochure. Services include but are not limited to a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. If a conflict of interest exists between the interests of the investment advisor and the interests of the client; the client is under no obligation to act upon the investment advisor's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through Advisor.

Financial plans will be completed and delivered inside of sixty (60) days. Clients may terminate advisory services with seven (7) days written notice.

Newsletters

Advisor provides newsletters to clients and prospective clients. They are provided by e-mail and occasionally by U.S. mail. 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.

Seminars and Workshops

Advisor provides workshops for current or prospective clients that are educational and informational in nature. No recommendations are made, and no personalized investment advice is given. Workshops are provided free of charge. Participants may contract with us for individualized advisory services but are under no obligation to do so.

Client Tailored Services and Client Imposed Restrictions

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.

Client Assets under Management

As of September 2020, Advisor currently has \$60,038,896 Discretionary and \$125,000 Non-discretionary assets under management.

Item 5 – Fees and Compensation

OCTO Capital is compensated only by the quarterly advisory fee based on a percentage of assets under management or fixed planning fees paid by its clients. OCTO Capital is not affiliated with a broker/dealer, and as such do not carry licenses necessary to receive securities commissions. Advisory fees are paid quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter pursuant to the fee agreed in the Advisory Agreement. 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. Client shall be given thirty (30) days prior written notice of any increase in fees, and client will acknowledge, in writing, any agreement of increase in said fees.

OCTO Capital's negotiable annual investment advisory fee will be based upon a percentage of the market value of assets under management, subject to the terms and conditions of the Investment Advisory Agreement, depending upon various factors including but not limited to: the amount of assets to be managed; account composition; the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; related accounts; future earning capacity; anticipated future additional assets; the professional(s) rendering the services(s); and negotiations with the client. 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.

We apply the following schedule as a guideline to establish an annual advisory fee for each client:

- Our Advisory Fee is 1.00% on the first \$800,000 managed, no fees (0%) above \$800,000.

Financial Planning is included in the schedule above.

Examples based on the amounts under management:

- \$500,000 – 1.00%
- \$1 Mil. – first \$800,000 at 1% and \$200,000 at 0%, equals \$8,000 or an equivalent of 0.80%
- \$2 Mil. – first \$800,000 at 1% and \$1,2 Mil. at 0%, equals \$8,000 or an equivalent of 0.40%
- \$3 Mil. – first \$800,000 at 1% and \$2,2 Mil. at 0%, equals \$8,000 or an equivalent of 0.26%
- \$4 Mil. – first \$800,000 at 1% and \$3,2 Mil. at 0%, equals \$8,000 or an equivalent of 0.20%
- \$5 Mil. – first \$800,000 at 1% and \$4,2 Mil. at 0%, equals \$8,000 or an equivalent of 0.16%
- \$10 Mil. – first \$800,000 at 1% and \$8,2 Mil. at 0%, equals \$8,000 or an equivalent of 0.08%

(Clients with less than \$250,000 in assets under management, can be charged up to 1.5% annually)

Clients may incur fees from the custodian selected to provide services related to record keeping, tax reporting and statement production. 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 \$500 to \$10,000 per plan or on an hourly fee of \$350 per hour. Upon plan delivery, you may engage our firm to assist you in its execution and monitor your progress. To do this we assess a monthly fee of \$50 to \$500, paid in advance each month. We require the first month's fee to be paid upon engagement. Fees for our planning services and ongoing support take into consideration factors such as the complexity of your financial profile; the time involved 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.

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.

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

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 mutual funds, which may include 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 or 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 or 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, which is under common control and ownership. Shub & Company, LLC is an insurance agency offering Life insurance, Medicare Advantage and Medicare Supplement plans and annuities. From time to time, he may offer clients advice or products from this activity. Less than 10% of Mr. Shub’s time is spent in his insurance practice. This practice represents a conflict of interest because it gives Mr. Shub an incentive to recommend products based on the commission amount received. This conflict is mitigated by the fact that Mr. Shub has a fiduciary responsibility to place the interests of the client first and clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

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.

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 us and other independent investment advisors. 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 us, and other advisers 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 clients' 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 mutual fund or pension fund managers regularly trading equities.

Trade Aggregation: We may aggregate ETF trade when possible in order to obtain 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, 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

OCTO Capital does not take custody of client assets or provide custodial services apart from authorized fee withdrawals. All clients work with a third-party custodian (TD Ameritrade Institutional) for handling of cash and securities, from which clients receive monthly (or quarterly) brokerage statements, and tax reporting.

Item 16 - Investment Discretion

OCTO Capital accepts discretionary authority over clients’ investment portfolio under our management, including the type of security and number of shares. However, we prefer to discuss all transactions with clients before any trades are placed in client accounts. 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 proxy vote for our clients' investment positions. Clients will receive proxy solicitations directly from the custodian. We are happy to discuss these solicitations with our clients.

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

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 info@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

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.