

Divvy Investments, LLC

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This Brochure provides information about the qualifications and business practices of Divvy Investments, LLC. If you have any questions about the contents of this Brochure, please contact us at (919) 694-7007 or via email at nbradfield@divvyinvestments.com. 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.

Divvy Investments, LLC (“Divvy”) is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information that you may use to determine whether to hire or retain them.

Additional information about Divvy is also available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as a CRD number. The CRD number for Divvy is 242786. The SEC’s web site also provides information about any persons affiliated with Divvy who are registered, or are required to be registered, as Investment Adviser Representatives of Divvy.

Item 2 – Material Changes

Since our last filing in January 2016, we have added an annual billing option and got rid of the monthly billing option for the independent financial advisor service. We have also added consulting services for investment advisors as an option.

In the future, this section of the Brochure will discuss only the specific material changes that were made to the Brochure and will provide you with a summary of all material changes that have occurred since the last filing of this Brochure with the SEC. This section will also identify the date of our last annual Brochure update.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year which is December 31st. We will provide other ongoing disclosure information about material changes as they occur. We will also provide you with information on how to obtain the complete Brochure. Currently, our Brochure may be requested at any time, without charge, by contacting Nicholas Bradfield at (919) 694-7007.

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Item 4 – Advisory Business Introduction

Our Advisory Business

Divvy is a Registered Investment Adviser (“Adviser”) which offers investment advice regarding securities through our online subscription service. We are registered through and regulated by the United States Securities and Exchange Commission (“SEC”).

Divvy was founded in 2015 by Nicholas Bradfield who serves as Chief Compliance Officer and Founding Member.

Subscription Services

We provide an online subscription service to individuals and investment advisers (“Client” or “You”) that allows the Client to receive buy and sell signals for our model investment portfolio(s). Our five portfolios are created primarily using indexed funds and/or exchange traded funds.

As an individual, you will input information such as age, financial circumstances, and investment goals and objectives into the system via an interactive questionnaire. Based on the information provided, the software will analyze your situation and determine your risk tolerance. The risk tolerance will then determine which one of our five (5) model investment portfolios (conservative to aggressive) may best meet your needs. It is then up to you to implement or disregard the recommendations made by our software.

Through our website with your subscription, we will:

- Build a risk profile
- Advise on portfolio selection
- Notify you of any need to rebalance the portfolio

As an investment adviser, your subscription gives you access to all five (5) of our model investment portfolios (conservative to aggressive). Based on your determination of each of your client’s needs you will have the ability to implement one or more of the portfolio recommendations that best meet their needs.

Through our website with your subscription, we will:

- Advise on portfolio selection
- Notify you of any need to rebalance the portfolio

You are obligated to enter any new information into the web-based application promptly when financial situations, goals, objectives, personal circumstances, or needs change.

Due to the nature of the services provided, you shall not have the ability to impose restrictions when inputting information into the questionnaire. Any restrictions would have to be imposed during the implementation process. We will not manage your assets under this service. You must place all trades

yourself through your custodian. We will not place trades for you. We cannot guarantee the result of any of our recommendations.

We do not participate in wrap fee programs.

Consulting Services

We provide, to investment advisers, marketing consulting services to help them identify a niche as well as come up with action items with to make progress towards their goals for their businesses.

Assets Under Management

As of March 2017, we do not have any asset under management nor do we have accounts for which we provide asset management services.

Item 5 – Fees and Compensation

We provide subscription services for a fee.

Either party may terminate the relationship with a thirty (30) day written notice. Upon termination of any account, we will not refund any prepaid fees as our services are deemed rendered immediately upon payment. Any fees that are due, but have not been paid, will be billed to you and are due immediately.

Subscription Service Fees

We provide our online subscription service to individuals for a monthly fee of \$35, or \$360 per year. Monthly fees are non-negotiable and due in advance, at the beginning of each calendar month. Annual fees are non-negotiable and due at the time of subscription. Your credit card will be automatically billed until such time that you terminate the subscription service as detailed above. Please note that this fee is for one of the five (5) portfolio models. Additional recommendations and monthly rebalancing will require an additional subscription and incur an additional \$35 per month or \$360 per year fee, per recommendation.

We provide our online subscription service to investment advisers with an annual agreement for either a quarterly fee of \$349.99, or an annual fee of \$1199.99. Fees are non-negotiable and will be in advance, at the beginning of the billing period (quarterly or annually). Your credit card will be automatically billed until such time that you terminate the subscription service as detailed above.

No increase in the annual fee shall be effective without prior written notification to you. We believe our subscription fee is reasonable considering the fees charged by other investment advisers offering similar services/programs.

Subscription fees are paid through credit or debit card. You can sign up for either a monthly or one year contract that is automatically renewable after the one year anniversary unless a cancellation notice is received from the client. You may terminate your contract at any time including with the initial one year period. All terminations must be sent through the web-based application that all Clients use to control their accounts.

Consulting Fees

We provide consulting services to investment advisers at \$200/hour or on a monthly retainer at \$1500/month for up to 10 hours of consulting time. Fees are paid via credit or debit card and are billed at the beginning of each month for work completed in the previous month. Scope of work will be agreed upon in advance.

Third Party Fees

Our fees do not include brokerage commissions, transaction fees, and other related costs and expenses. You may incur certain charges imposed by custodians, third party investment companies and other third parties. These include fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. We do not receive any compensation from these fees. All of these fees are in addition to the subscription fee you pay us. You should review all fees charged to fully understand the total amount of fees you will pay. Services similar to those offered by us may be available elsewhere for more or less than the amounts we charge. Our brokerage practices are discussed in more detail under Item 12 – Brokerage Practices.

Item 6 – Performance Based Fee and Side by Side Management

We do not charge any performance-based fees. These are fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 – Types of Client(s)

We provide investment advice regarding securities through our online subscription service to individuals and investment advisers. We have no minimum account opening balance.

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

Methods of Analysis

We use modern portfolio theory, fundamental and technical analysis as part of our overall investment management discipline; the implementation of these analyses as part of our investment advisory services to you may include any, all or a combination of the following:

Fundamental Analysis

Fundamental analysis is a technique that attempts to determine a security's value by focusing on the underlying factors that affect a company's actual business and its future prospects. Fundamental analysis is about using real data to evaluate a security's value. It refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

The end goal of performing fundamental analysis is to produce a value that we 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).

Technical Analysis

Technical Analysis is a technique that attempts to determine a security's value by developing models and trading rules based upon price and volume transformation. Technical analysis assumes that a market's price reflects all relevant information so the analysis focuses on the history of a security's trading behavior rather than external drivers such as economic, fundamental and news events. The practice of technical analysis incorporates the importance of understanding how market participants perceive and act upon relevant information rather than focusing on the information itself. Ultimately, technical analysts develop trading models and rules by evaluating factors such as market trends, market participant behaviors, supply and demand and pricing patterns and correlations.

As with other types of analysis, the predictive nature of technical analysis can vary greatly; models and rules are often modified and updated as new patterns and behaviors develop. Past performance is not an indicator of future return.

Investment Strategies

In order to perform this analysis, we use many resources, such as:

- Morningstar
- Financial newspapers and magazines (e.g. Wall Street Journal, Forbes, etc.)
- Annual reports, prospectuses, filings
- Company press releases and websites

The investment strategies we use to implement any investment advice given to you include, but are not limited to:

- Modern Portfolio Theory
- Long term purchases -securities held at least a year

Risk of Loss

We cannot guarantee our analysis methods will yield a return. In fact, a loss of principal is always a risk. Investing in securities involves a risk of loss that you should be prepared to bear. You need to understand that investment decisions made for your account by us are subject to various market, currency, economic, political and business risks. The investment decisions we make for you will not always be profitable nor can we guarantee any level of performance. A list of all risks associated with our methodology is listed below:

Fundamental Analysis Risk

Fundamental analysis, when used in isolation, has a number of risks:

- There are an infinite number of factors that can affect the earnings of a company, and its stock price, over time. These can include economic, political and social factors, in addition to the various company statistics.
- The data used may be out of date.
- It is difficult to give appropriate weightings to the factors.
- It assumes that the analyst is competent.
- It ignores the influence of random events such as oil spills, product defects being exposed, and acts of God and so on.

Technical Analysis risk

- Technical analysis is derived from the study of market participant behavior and its efficacy is a matter of controversy.
- Methods vary greatly and can be highly subjective; different technical analysts can sometimes make contradictory predictions from the same data.
- Models and rules can incur sufficiently high transaction costs.

Overall Risks

Clients need to remember that past performance is no guarantee of future results. All funds carry some level of risk. You may lose some or all of the money you invest, including your principal, because the securities held by a fund goes up and down in value. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change.

Before you invest, be sure to read a fund's prospectus and shareholder reports to learn about its investment strategy and the potential risks. Funds with higher rates of return may take risks that are beyond your comfort level and are inconsistent with your financial goals.

While past performance does not necessarily predict future returns, it can tell you how volatile (or stable) a fund has been over a period of time. Generally, the more volatile a fund, the higher the investment risk. If you'll need your money to meet a financial goal in the near-term, you probably can't afford the risk of investing in a fund with a volatile history because you will not have enough time to ride out any declines in the stock market.

Item 9 – Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We do not have any information to disclose concerning Divvy or any of our investment advisors. We adhere to high ethical standards for all advisors and associates.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Divvy nor any of its management persons are registered as a broker-dealer or registered as a representative of a broker-dealer, nor does it have any pending application to register. In addition, neither Divvy nor its management persons are affiliated with any broker-dealer.

Divvy and its management persons are not registering as a commodity pool operator, futures commission merchant, or commodity trading advisor.

Other Financial Industry Affiliations

The investment adviser representatives of Divvy do not participate in other business activities or have any outside affiliations at this time.

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

General Information

We have adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct, and fiduciary duty to you, our Client. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended.

Participation or Interest in Client Accounts

Our Compliance policies and procedures prohibit anyone associated with Divvy from having an interest in a client account or participating in the profits of a client's account without the approval of the CCO.

The following acts are prohibited:

- Employing any device, scheme or artifice to defraud
- Making any untrue statement of a material fact
- Omitting to state a material fact necessary in order to make a statement, in light of the circumstances under which it is made, not misleading
- Engaging in any fraudulent or deceitful act, practice or course of business
- Engaging in any manipulative practices

Clients and prospective clients may request a copy of the firm's Code of Ethics by contacting the CCO.

Personal Trading

Our website may recommend securities to you that we will purchase for our own accounts. We may trade securities in our account that our website recommends to you as long as we place our orders after the website has made its recommendations to you. This policy is meant to prevent us from benefiting as a result of transactions placed on behalf of advisory accounts.

Divvy has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of "Access Persons". The policy requires that an Access Person of the firm provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Adviser selects; provided, however that at any time that the Adviser has only one Access Person, he or she shall not be required to submit any securities report described above.

We have established the following restrictions in order to ensure our fiduciary responsibilities regarding insider trading are met:

- No securities for our personal portfolio(s) shall be bought or sold where this decision is substantially derived, in whole or in part, from the role of Investment Advisory Representative(s) of Divvy, unless the information is also available to the investing public on reasonable inquiry. In no case, shall we put our own interests ahead of yours.

Privacy Statement

We are committed to safeguarding your confidential information and hold all personal information provided to us in the strictest confidence. These records include all personal information that we collect from you or receive from other firms in connection with any of the financial services they provide. We also require other firms with whom we deal with to restrict the use of your information. Our Privacy Policy is available upon request.

Conflicts of Interest

Divvy's advisors may employ the same strategy for their personal investment accounts as it does for its clients. However, advisors may not place their orders in a way to benefit from the purchase or sale of a security.

We act in a fiduciary capacity. If a conflict of interest arises between us and you, we shall make every effort to resolve the conflict in your favor. Conflicts of interest may also arise in the allocation of investment opportunities among the accounts that we advise. We will seek to allocate investment opportunities according to what we believe is appropriate.

Item 12 – Brokerage Practices

Factors Used to Select Custodians

We do not recommend that clients use a specific custodian or broker-dealer. Clients will be required to use the custodian and/or broker-dealer of their choosing to implement recommendations

Soft Dollars

We do not receive any soft dollars from broker-dealers, custodians or third party money managers.

Brokerage for Client Referrals

We do not select custodians and/or broker-dealers for clients, and we do not take into consideration whether or not we will receive client referrals from the broker-dealer or third party.

Directed Brokerage

Clients are required to use the custodian of their choosing. Not all advisory firms require you to direct brokerage. If you elect to select your own broker-dealer or custodian and direct us to use them, you may pay higher or lower fees than what is available through our relationships. We will not negotiate lower rates below the rates established by the executing broker-dealer or custodian for this type of directed brokerage account.

Trading

We do not trade in client accounts.

Item 13 – Review of Accounts

Reviews

Divvy provides all Clients with continuous access via the web-based application about their recommended model portfolio. Reviews will be conducted at least annually or as agreed to by us. Reviews will be conducted by the Chief Compliance Officer. Generally, we will monitor for changes and shifts in the economy, changes to the management and structure of an equity or company in which Client assets are invested, and market shifts and corrections.

Reports

As stated above, you will be provided with continuous access to your online profile regarding our model portfolios. Divvy will not create any additional reports other than the information provided through your online account.

Item 14 – Client Referrals and Other Compensation

We do not receive any compensation for referring Clients to another advisor nor do we pay any compensation to another advisor if they refer clients to us.

Item 15 – Custody

We do not have physical custody of any accounts or assets. However, we may be deemed to have custody of your account(s) if we have the ability to deduct your advisory fees from your credit card.

Item 16 – Investment Discretion

We do not receive discretionary authority from you to select the type of securities and amount of securities to be bought or sold.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, we do not have any authority to and do not vote proxies on behalf of advisory Clients. You retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. We may provide advice to you regarding your voting of proxies. The custodian will forward you copies of all proxies and shareholder communications relating to your account assets.

Item 18 – Financial Information

We are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that would impair our ability to meet any contractual and fiduciary commitments to you, our Client. We have not been the subject of any bankruptcy proceedings.

In no event shall we charge advisory fees that are both in excess of twelve hundred dollars and more than six months in advance of advisory services rendered.