

Item 1 – Cover Page

Yellow Dog Financial, Inc.

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(678) 824-5663

www.ydfinancial.com

March 10, 2018

This Brochure provides information about the qualifications and business practices of Yellow Dog Financial, Inc. (hereinafter “YDF”). If you have any questions about the contents of this Brochure, please contact us at (678) 824-5663 or bnickles@ydfinancial.com. 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.

YDF 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 about which you determine to hire or retain an Adviser.

Additional information about YDF also is available on the SEC’s website at www.adviserinfo.sec.gov

Item 2 – Material Changes

This Brochure dated March 10, 2018 is an updated document that replaces our previous Brochure dated March 10, 2017.

We have updated our Form ADV and this Brochure to reflect changes to our advisory business and regulatory requirements.

We have updated items in this Brochure related to brokerage practices, review of accounts, and custody to reflect services offered through Betterment for Advisors and Betterment Securities.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Our current Brochure may be requested by contacting Bill Nickles – President at (678) 824-5663 or bnickles@ydfinancial.com.

Additional information about YDF is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with YDF who are registered, or are required to be registered, as investment adviser representatives of YDF.

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Brochure Supplement(s)

The supplement shown below is not applicable to YDF. Therefore, YDF is not required to include this supplement in this brochure.

- Part 2A, Appendix 1: The “Wrap Brochure” - YDF does not sponsor a wrap fee program. Therefore, Part 2A, Appendix 1 is not applicable to YDF.

Item 4 – Advisory Business

YDF offers the following services to advisory clients:

Investment Supervisory Services

YDF will offer ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance level of each client. Investment Supervisory Services include, but are not limited to, the following:

- A detailed Personal Investment Policy that governs the management of your funds
- Asset allocation determination based on risk tolerance and goals
- Asset selection
- Regular portfolio monitoring consistent with the Personal Investment Policy
- Investment strategy changes based on macroeconomic factors and each client's unique situation

YDF will have a detailed discussion with you regarding risk and return in investing. In that discussion a risk tolerance level will be determined based on your goals, time horizon and personal preference. Risk tolerance levels will be documented in the Investment Policy Statement, which will be given to each client.

Comprehensive Financial Planning

This service involves working one-on-one with a planner over an extended period of time. By paying a monthly or quarterly fee, clients get to work with a planner who will work with them to develop and implement their plan. The planner will monitor the plan, recommend appropriate changes and ensure the plan is up to date.

Upon desiring a comprehensive plan, a client will be taken through establishing their goals and values around money. They will be required to provide information to help complete the following areas of analysis: net worth, cash flow, insurance, credit scores/reports, employee benefit, retirement planning, insurance, investments, college planning and estate planning. Once the client's information is reviewed, their plan will be built and analyzed, and then the findings, analysis and potential changes to their current situation will be reviewed with the client. Clients subscribing to this service will receive a written or an electronic report, providing the client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. If a follow up meeting is required, we will meet at the client's convenience. The plan and the client's financial situation and goals will be monitored throughout the year and follow-up phone calls and emails will be made to the client to confirm that any agreed upon action steps have been carried out. On an annual basis there will be a full review of this plan to ensure its accuracy and ongoing appropriateness. Any needed updates will be implemented at that time.

Employee Benefit Plan Services

Our firm provides employee benefit plan services to employer plan sponsors on an ongoing basis. Generally, such services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor

dictate, areas of advising could include: investment options, plan structure and participant education.

In providing employee benefit plan services, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, “Excluded Assets”).

All retirement plan consulting services shall be in compliance with the applicable state laws regulating retirement consulting services. This applies to client accounts that are retirement or other employee benefit plans (“Plan”) governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). If the client accounts are part of a Plan, and our firm accepts appointments to provide services to such accounts, our firm acknowledges its fiduciary standard within the meaning of Section 3(21) or 3(38) of ERISA as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

YDF Primarily utilizes Vestwell Advisors, LLC for its Employee Benefit Plan Services. Vestwell Advisors, LLC, a 3(38) and 3(21) SEC registered investment advisory firm, is a wholly owned subsidiary of Vestwell Holdings, Inc., specializing in 401(k) and other defined contribution retirement investment management services. Vestwell assumes 3(38) and 3(16) fiduciary responsibility on the behalf of advisors and firms.

Item 5 – Fees and Compensation

Investment Supervisory Services

Fees for the above services will be based on a percentage of Assets Under Management as follows:

Assets Under Management	Annual Fee
\$0 - \$1,000,000	1.00%
\$1,000,001 and up	.85%

These fees are negotiable and the final fee schedule will be detailed in the Investment Advisory Contract.

For accounts held at Shareholders Service Group:

Fees are paid quarterly in advance based on the value of assets under management at the end of the previous quarter; clients may terminate their account with thirty business days’ written notice.

Management fees will be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. You may terminate your account without penalty, for full refund, within 5 business days of signing the Investment Advisory contract.

YDF will withdraw advisory fees directly from your account with written authorization. Clients can be billed fees directly on a case-by-case basis.

For accounts held at Betterment Securities:

Fees are paid quarterly in arrears based on average daily account balance for the prior quarter multiplied by ¼ of the annual fee (i.e. 1.0% annual fee divided by four quarters).

You authorize YDF and Betterment Securities to deduct the advisory fee directly from your account, pursuant to applicable custody rules. You should verify the accuracy of the calculation of the advisory fee; the custodian will not do so.

Comprehensive Financial Planning

Comprehensive Financial Planning consists of an upfront charge of \$1,000 and an ongoing fee that is paid monthly, in arrears, at the rate of \$100 - \$800 per month based on complexity and needs of the client. The fee may be negotiable in certain cases and will be agreed upon at the start of the engagement. Fees for this service may be paid by electronic funds transfer or check. This service may be terminated with 30 days’ notice. Upon termination of the agreement, the upfront fee may be prorated and any unearned fee will be refunded to the client. Once the upfront fee has been earned, all ongoing fees are paid in arrears and no refund will be due in the event of termination.

The ongoing fee for comprehensive financial planning will also encompass investment supervisory services if the client elects to have YDF manage their investment accounts. Client’s will not pay a separate fee for investment supervisory services to YDF if also participating in comprehensive financial planning.

The upfront portion of the Comprehensive Financial Planning fee is for client on boarding, data gathering, and setting the basis for the financial plan. This work will commence immediately after the fee is paid, and will be completed within the first 30 days of the date the fee is paid. Therefore, the upfront portion of the fee will not be paid more than 6 months in advance.

Employee Benefit Plan Services

Account Value	[Firm ABV]’s Fee	Vestwell’s Fee
\$0 - \$3,000,000	0.50%	0.65%
\$3,000,001 - \$5,000,000	0.40%	0.59%
\$5,000,001 - \$10,000,000	0.30%	0.54%
\$10,000,000 and Above	Negotiable	Negotiable

Vestwell Platform Fees for 3(38) Investment Management Services, 3(16) Fiduciary and Plan Administrator Services, Record Keeping and TPA Services, Custodian and Trustee services, and Named Fiduciary. Fees for this service may be negotiable and are deducted directly from the plan assets by the Custodian, and YDF’s fee is remitted to YDF. Fees are debited from the plan assets on a quarterly basis,

in arrears. The employer is responsible for paying a \$500 setup fee and \$1000 maintenance fee annually (\$250 Quarterly) for 401k & 403b Plans, \$1000 maintenance fee annually (\$250 Quarterly) for Solo 401k Plans. This fee is waived for plans exceeded \$1,000,000 in assets.

For all client accounts

There is a minimum fee of \$250 per quarter assessed by relationship (not by account).

Other Types of Fees and Expenses

YDF's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. You may incur certain charges imposed by custodians, brokers, third party investment advisers and other third parties such as 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. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to YDF's fee, and YDF will not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that YDF considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

Item 6 – Performance-Based Fees and Side-By-Side Management

YDF does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

YDF provides portfolio management services to individuals and high net worth individuals. There is no account minimum; however, there is a minimum quarterly fee as discussed in Item 5 above.

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

Investing in securities involves risk of loss that clients should be prepared to bear. YDF has detailed discussions with each client to determine their unique financial goals and time horizon. This information is used to determine an appropriate strategic asset allocation between US Stocks, International Stocks, Fixed Income, Real Estate and Cash. YDF uses goal-based planning therefore each client might have multiple strategic allocations to match different financial goals, or to reflect client sentiment.

YDF believes that markets are efficient and it is extremely difficult to consistently choose active managers that can produce positive alpha. Therefore, investment vehicles that track established benchmarks represent the majority of investments held in client portfolios.

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 YDF or the integrity of YDF's management. YDF has no disciplinary history applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Registered investment advisers are required to disclose all material facts regarding any financial industry activities and affiliations that would be material to your evaluation of YDF or the integrity of YDF's management. Bill Nickles, Principal of YDF has been awarded the Accredited Investment Fiduciary Analyst® (AIFA®) Designation from the Center for Fiduciary Studies™ (the "Center"), the standards-setting body for fi360. The AIFA Designation certifies that the recipient has advanced knowledge of fiduciary standards of care, their application to the investment management process, and procedures for assessing conformance by third parties to fiduciary standards. To receive the AIFA Designation, the individual must hold the AIF Designation, meet prerequisite criteria based on a combination of education, relevant industry experience, auditing experience, and/or ongoing professional development, complete a training program, successfully pass a comprehensive, closed-book final examination under the supervision of a proctor and agree to abide by the Code of Ethics and Conduct Standards. In order to maintain the AIFA Designation, the individual must annually attest to the Code of Ethics and Conduct Standards, and accrue and report a minimum of ten hours of continuing education. The Designation is administered by the Center for Fiduciary Studies, the standards-setting body of fi360.

Item 11 – Code of Ethics

YDF has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. 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 and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at YDF must acknowledge the terms of the Code of Ethics annually, or as amended.

YDF will receive economic benefit from any of the broker/dealers that is recommended: Benefits to YDF include research related services, tools used to place trades, duplicate documents, and having the clients' advisory fee deducted from the clients' accounts. YDF currently recommends Shareholders Service Group or Betterment Securities based on each broker/dealer's reasonableness of commissions for services they provide.

Bill Nickles maintains professional relationships with multiple people associated with the marketing of investment vehicles. These relationships could influence the decisions to utilize one investment vehicle over another, although care is taken to evaluate each vehicle on an objective basis. Also, these relationships are unavoidable in the quest to research investment vehicles thoroughly.

YDF anticipates that, in appropriate circumstances, consistent with your investment objectives, it will recommend the purchase or sale of securities in which YDF, its affiliates and/or you, directly or indirectly,

have a position of interest. YDF's employees and persons associated with YDF are required to follow YDF's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of YDF and its affiliates may trade for their own accounts in securities which are recommended to and may be purchased for YDF's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of YDF will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. The Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between YDF and its clients.

YDF's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Bill Nickles – President at (678) 824-5663 or bnickles@ydfinancial.com

It is YDF's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. YDF will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker- dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction.

YDF does not share or sell client information in any form and appropriate security procedures have been put into place to protect client information.

Item 12 – Brokerage Practices

The Custodians and Brokers we Use

YDF does not maintain custody of your assets. Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or a bank. We require that our clients use either Shareholder Servicing Group or MTG, LLC dba Betterment Securities (each a "Custodian"). YDF is independently owned and operated and is not affiliated with either Custodian. The Custodian(s) will hold your assets in a brokerage account and buy and sell securities when we and/or you instruct them to. While we recommend that you use one of these Custodians, you will decide whether to do so and will open your account with the Custodian by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

How we Select Brokers/Custodians

YDF seeks to recommend a custodian/broker that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Capability to execute, clear, and settle trades (i.e. buy and sell securities for your account) itself or to facilitate such services.
- Capability to facilitate timely transfers and payments to and from accounts.
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services.
- Competitiveness of the price of those services and willingness to negotiate the prices.
- Reputation, financial strength, and stability.
- Prior service to YDF and our other clients.

Your Brokerage and Custody Costs

For our clients' accounts that Betterment Securities maintains, Betterment Securities generally does not charge you separately for custody/brokerage services, but is compensated as part of the Betterment for Advisors (defined below) platform fee charged for a suite of platform services, including custody, brokerage, sub-advisory services provided by Betterment and access to the Betterment for Advisors platform. The platform fee is an asset based fee charged as a percentage of assets in your Betterment account. Clients utilizing the Betterment for Advisors platform may pay a higher aggregate fee than if the investment management, brokerage and other platform services are purchased separately. Nonetheless, for those Clients participating in the Betterment for Advisors platform, we have determined that having Betterment Securities execute trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "*How we Select Brokers/Custodians*" above).

Services Available to us via Betterment for Advisors

Betterment Securities serves as broker-dealer to Betterment for Advisors, an investment and advice platform serving independent investment advisory firms like YDF ("Betterment for Advisors"). Betterment for Advisors also makes available various support services which may not be available to Betterment's retail customers. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. The support services offered by Betterment for Advisors are generally available on an unsolicited basis (i.e. YDF does not have to request them) and at no charge to us. The following is a more detailed description of support services offered by Betterment for Advisors:

1. *Services that Benefit You.* Betterment for Advisors includes access to a range of investment products, execution of securities transactions, and custody of client assets through Betterment Securities. Betterment Securities' services described in this paragraph generally benefit you and your account.
2. *Services that may not Directly Benefit You.* Betterment for Advisors also makes available to us other products and services that benefit YDF, but may not directly benefit you or your account. These products and services assist YDF in managing and administering our clients' accounts, such as software and technology that may:
 - Assist with back-office functions, recordkeeping, and client reporting of our clients' accounts.
 - Provide access to client account data (such as duplicate trade confirmations and account statements).

- Provide pricing and other market data.
3. *Services that generally only Benefit YDF.* By using Betterment for Advisors, we will be offered other services intended to help us manage and further develop our business enterprise. These services include:
- Educational conference and events.
 - Consulting on technology, compliance, legal, and business needs.
 - Publications and conferences on practice management and business succession.

Our Interest in Betterment Securities Services

The availability of these services from Betterment for Advisors benefits YDF because we do not have to produce or purchase them. In addition, we don't have to pay for Betterment Securities' services. These services may be contingent upon us committing a certain amount of business to Betterment Securities in assets in custody. We may have an incentive to recommend that you maintain your account with Betterment Securities, based on our interest in receiving Betterment for Advisors and Betterment Securities' services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Betterment Securities as custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality, and price of Betterment Securities' services (see "*How we Select Brokers/Custodians*" above) and not Betterment for Advisors and Betterment Securities' services that benefit only YDF.

Soft Dollars

Soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients. And/or soft dollar benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

YDF evaluates commissions paid to brokerage firms on their competitiveness and execution, not necessarily that they have the lowest cost.

Directed Brokerage

On a case-by-case basis clients can select their own brokerage firm, although clients who do so may forego many of the benefits outlined above.

Item 13 – Review of Accounts

Client accounts are reviewed internally on an ongoing basis and a client review is conducted quarterly with you, or as needed based on your situation.

You will receive monthly or quarterly statements from the custodian detailing their account balances and positions. Invoices for management fees will be sent out on a quarterly basis by YDF.

Item 14 – Client Referrals and Other Compensation

YDF does not compensate any parties for client referrals.

YDF receives a non-economic benefit from Betterment for Advisors and Betterment Securities in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Betterment Securities. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Betterment Advisors and Betterment Securities' products and services is not based upon us giving particular investment advice, such as buying particular securities for our clients.

Item 15 – Custody

Under Massachusetts regulations, YDF is deemed not to have custody of Client assets if, (i) Client authorizes YDF to instruct the Custodian to deduct IA advisory fees directly from Client's Account, and (ii) YDF sends the Custodian and Client an invoice or statement of the amount of the fee to be deducted from the Client's Account each time a fee is directly deducted. YDF will comply with these requirements.

The Custodian for your Account maintains actual custody of your assets. For accounts held with Betterment Securities, your statements will be available for you to review on the activity section of your Betterment for Advisors account portal. You will also receive account statements directly from Betterment Securities at least quarterly at www.bettermentsecurities.com. Clients utilizing a broker-dealer, bank, or other qualified custodian other than Betterment will also receive quarterly account statements. You should carefully review those statements promptly and contact Bill Nickles at (678) 824-5663 or bnickles@ydfinancial.com if there are questions or concerns.

Item 16 – Investment Discretion

YDF will manage your account on a non-discretionary basis. Each transaction will be reviewed with you prior to execution. You agree that investments held in your account may be automatically rebalanced in accordance with your written Investment Policy and that such rebalancing will not be deemed to grant YDF discretion over your assets.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, YDF does not have any authority to and does 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. YDF may provide advice to you regarding the voting of proxies.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about YDF's financial condition. YDF has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

Bill Nickles is the principal owner and advisor for YDF. He graduated from Clemson University in 1993 with a Bachelor of Sciences degree in Economics and a concentration in Law. He began his career in the financial services business in 1996 and has worked for large Wall Street firms and a boutique alternative investment firm. His most recent position before forming YDF was as a Financial Advisor at Robert W. Baird & Co. in Atlanta, GA.

YDF does not charge performance based fees.

YDF and Bill Nickles have no reportable events to disclose here.

YDF nor Bill Nickles do not have any relationship with any issuers of securities.

Form ADV Part 2B
Brochure Supplement
March 10, 2018

Mr. Bill Nickles

Education Background and Business Experience

Year of Birth 1971

Education B.S. in Economics, Clemson University, 1993

Business Background Principal Yellow Dog Financial, 2008 - present

Disciplinary Information

Mr. Nickles has had no disciplinary events

Other Business Activities

Other than employment responsibilities provided by Yellow Dog Financial and its related businesses, Mr. Nickles has no other substantial business activities

Additional Compensation

Mr. Nickles receives no other compensation for providing advisory services to anyone who is not a client of Yellow Dog Financial.

Supervision

Mr. Nickles is Principal and Compliance Officer for Yellow Dog Financial.

This brochure supplement provides information about Mr. Bill Nickles that supplements the Yellow Dog Financial brochure. You should have received a copy of that brochure. Please contact Bill Nickles at 678-824-5663 if you did not receive the brochure or if you have any questions about the contents of this supplement.