WolfBridge Financial

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Form ADV Part 2A – Firm Brochure

February 16, 2016

This brochure provides information about the qualifications and business practices of Wolfbridge Financial. If you have any questions about the contents of this brochure, please contact us at 919-267-6740. 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.

Additional information about Wolfbridge Financial is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This brochure is an updated document prepared in response to the 2010 amendments to SEC Form ADV. It is materially different from previous Wolfbridge Financial filings and includes certain new information that our previous filings did not require.

Item 3: Table of Contents

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Item 4: Advisory Business

Description of Advisory Firm

Wolfbridge Financial is a Registered Investment Adviser. We were founded in July of 2010. As of December 31, 2015, we manage $0.00 on a discretionary basis and $15,039,000 on a non-discretionary basis.

Types of Advisory Services

We offer the following services:

Investment Supervisory Services

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

- Investment strategy
- Personal investment policy
- Asset allocation
- Asset selection
- Regular and/or continuous portfolio monitoring

We evaluate the current investments of each client with respect to their risk tolerance levels and time horizon. Additionally, clients may impose reasonable restrictions on their accounts.

Financial Planning Services

Financial plans and financial planning may include, but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning. These services are based on hourly fees and the final fee structure is documented in the Financial Planning Agreement.

Pension Consulting Services

We advise Pension Plan sponsors and help companies and non-profits set up 401k, 403b, or pension plans. We are typically paid an advisory fee based on the assets in the plan; however we can be paid a flat consulting fee instead.

Item 5: Fees and Compensation

How we are paid depends on the type of advisory service we are performing. Please see below for fee and compensation information for each of our services.

Standard Advisory Fee

Our standard advisory fee is 2.0% and based on the market value of the assets under management. The annual fees are negotiable in certain cases and are charged in advance on a quarterly basis. The first advisory fee will be assessed on pro-rata basis taking into account the time for which the account was not managed and the time left in the quarter. No increase in the annual fee shall be effective without prior written notification to the Client.

Clients may elect to be billed directly for fees or to authorize us to directly debit fees from their account. Accounts initiated or terminated during a calendar quarter will be charged a pro-rated fee. Clients may terminate the account by providing written notice two weeks before termination. Upon termination of any account, any prepaid fees will be promptly refunded and any earned, unpaid fees will be due and payable.

Excessive Fees

Depending upon the size of your account, your fee may be higher than the standard 2%. This will be noted

clearly in your invoice. The industry standard is 2%. You may receive similar services for less than what you are paying here.

Financial Planning Fee

Depending upon the complexity of the situation and the needs of the client, the fixed fee for financial planning services may range between $125.00 and $750.00 per hour. The fee may be negotiable in certain cases.

Other Types of Fees and Expenses

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment 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 fund 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 our fee, and we shall not receive any portion of these commissions, fees, and costs.

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

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

Wolfbridge Financial does not manage accounts using a performance-based fee in order to avoid conflicts of interests that could result by favoring accounts where management fees have the potential to be substantially higher.

Item 7: Types of Clients

We provide portfolio management services to individuals, high net worth individuals, pension and profit sharing plans, and charitable organizations. Generally, the minimum account size is $500,000, however this is negotiable.

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

Our primary method of investment analysis is fundamental value, but we also review technical, chart-based analysis and cyclical, macroeconomic considerations as part of the investment decision.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Cyclical analysis involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

We conduct our own primary research and use a variety of documentary sources including issuer filings, annual reports, press, periodicals, rating agency reports, management discussions, and research reports produced by other investment managers or brokers.

Material Risks Involved

All investing strategies we offer involve risk and may result in a loss of your original investment. Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of investment regardless of the operational success of the issuer's operations or its financial condition.

Investment Strategy: The adviser's strategy may fail to produce the intended results.

Style Risk: Any of our strategies may invest in both "value" investments and "growth" investments. With respect to securities and investments we consider undervalued, the market may not agree with our determination that the security is undervalued, and its price may not increase to what we believe to be its full value. It may even decrease in value. With respect to "growth" investments, the underlying earnings or operational growth we anticipate may not occur, or the market price of the security may not increase as we expect it to.

Defensive Risk: To the extent that the strategy attempts to hedge its portfolio stocks or takes defensive measures such as holding a significant portion of its assets in cash or cash equivalents, the objective may not be achieved.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the client's portfolio.

Turnover Risk: At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

Developing Market Countries: The strategies' investments in developing market countries are subject to all of the risks of foreign investing generally, and may have additional heightened risks due to a lack of established legal, political, business and social frameworks to support securities markets, including: delays in settling portfolio securities transactions; currency and capital controls; greater sensitivity to interest rate changes; pervasiveness of corruption and crime; currency exchange rate volatility; and inflation, deflation or currency devaluation.

Availability of information: Certain issuers, including municipalities, private companies, and foreign issuers may not be subject to the same disclosure, accounting, auditing and financial reporting standards and practices as companies publicly-listed in U.S. stock markets. Thus, there may be less information publicly available about these issuers and their current financial condition.

Limited markets: Certain securities may be less liquid (harder to sell) and their prices may at times be more volatile than at other times. Under certain market conditions we may be unable to sell or liquidate investments at prices we consider reasonable or favorable, or find buyers at any price.

Concentration Risk: To the extent that the strategy focuses on particular asset-classes, countries, regions, industries, sectors or types of investment from time to time, the strategy may be subject to greater risks of adverse developments in such areas of focus than a strategy that invests is more broadly diversified across a wider variety of investments.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes.

Credit Risk: An issuer of debt securities may fail to make interest payments and repay principal when due, in whole or in part. Changes in an issuer's financial strength or in a security's credit rating may affect a security's value.

Prepayment or Call Risk: The issuer of a debt security may prepay or call the debt in whole or in part prior to the security's maturity date. We may be unable to reinvest the proceeds in a security of equivalent quality or paying a similar yield or coupon.

Trading practices: Brokerage commissions and other fees may be higher in certain markets or for foreign securities. Government supervision and regulation of foreign securities markets, currency markets, trading systems and brokers may be less than those in the U.S stock markets. The procedures and rules governing foreign transactions and custody also may involve delays in payment, delivery or recovery of money or investments.

Legal or Legislative Risk: Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation may erode the buying-power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

Municipal/Government bonds are susceptible to events in the municipality that issued the bond or the security posted for the bond. These events may include economic or political policy changes, changes in law, tax base erosion, state constitutional limits on tax increases, budget deficits or other financial difficulties, and changes in the credit rating assigned to municipal issues.

Corporate bonds may lose all value in the event of the issuer's bankruptcy or restructuring.

Common stocks have often outperformed other types of investments at certain times, however, individual stock prices may go up and down more dramatically. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Foreign Securities including American Depositary Receipts (ADRs) may involve more risk than investing in U.S. securities. These risks include currency exchange rates and policies, country or government specific issues, less favorable trading practices or regulation and greater price volatility.

Bank Obligations including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are highly dependent on short-term interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

Options and other derivatives carry many unique risks, including time-sensitivity, and can result in the complete loss of principal.

Commodities may be subject to extreme changes in price due to supply factors, changes in weather, trade impacts.

Real-Estate linked investments may be especially illiquid and subject to specific geographic risk.

Oil and Gas Interests may lose value due to changes in commodity prices, costs associated with transport of oil/gas, seasonal factors or technological advances that impact the demand for oil and gas.

Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected.

Mutual Funds are meant to be long-term investments and may be subject to fees, charges or restrictions if redeemed within certain time periods as outlined in the prospectus. Proceeds from mutual fund sales may be credited with a delay. Mutual Funds are bought and sold based on a net asset value calculated at the end of each day based on end of day prices. As markets may move significantly over the course of a day, your purchase or sale price may differ significantly from intra-day prices. Mutual Funds may value illiquid portfolio holdings based on a modeled price.

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 Wolfbridge Financial or the integrity of our management. We have no information applicable to this Item.

Item 10: Other Financial Industry Activities and Affiliations

Mr. Kothakota has no other financial industry activities and affiliations apart from Wolfbridge Financial.

Item 11: Code of Ethics

We have 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 members of the firm must acknowledge the terms of the Code of Ethics annually, or as amended.

We anticipate that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which we have management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which we, its clients, directly or indirectly, have a position of interest. Our employees are required to follow the Code of Ethics. Subject to satisfying this policy and applicable laws, we may trade for their own accounts in securities which are recommended to and/or purchased for our clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the 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. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest our clients. In addition, 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 our firm and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with our obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. We will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

It is our policy that the firm will not affect any principal or agency cross securities transactions for client accounts. We will also not cross trades between client accounts.

Our clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Michael Kothakota, CEO and Chief Compliance Officer.

Item 12: Brokerage Practices

Factors Used to Select Custodians and/or Broker/Dealers

The Custodian was chosen based on their relatively low transaction fees and access to a wide range of mutual funds and ETFs. We do not charge a premium or commission on transactions, beyond the actual cost imposed by the Custodian. If a client wishes, and subject to technology and operational constraints, we may consider advising on accounts held with a custodian of their choice.

1. Research and Other Soft-Dollar Benefits

There is no minimum client number or dollar number that we must meet in order to receive free research from the custodian or broker/dealer. There is no incentive to for us to direct clients to this particular broker-dealer over other broker-dealers who offer the same services. The first consideration when recommending broker/dealers to clients is best execution.

2. Brokerage for Client Referrals

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

We do not allow clients to direct us to use a specific broker-dealer to execute transactions. Clients must use our recommended custodian (broker-dealer). Not all investment advisers require their clients to direct brokerage. By requiring clients to use our specific custodian, we may be unable to achieve most favorable execution of client transaction and that this may cost clients money over using a lower-cost custodian.

Aggregating (Block) Trading for Multiple Client Accounts

We maintain the ability to block trade purchases across accounts. While block trading may benefit clients by purchasing larger blocks in groups, we do not feel that the clients are at a disadvantage due to the best execution practices of our custodian.

Item 13: Review of Accounts

Client accounts will be reviewed regularly on a quarterly basis by Mr. Kothakota. During the regular review the account's performance is compared against like-managed accounts to identify any unacceptable performance deviation. Additionally, client imposed restrictions will be reviewed to confirm that they are being enforced. Events that may trigger a special review would be unusual performance, addition or deletions of client imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per client's needs.

Clients will receive confirmations from the broker(s) for each transaction in their accounts as well as quarterly statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

Item 14: Client Referrals and Other Compensation

We do not receive any economic benefit, directly or indirectly from any third party for advice rendered to our clients.

Item 15: Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge the client to carefully review such statements and compare such official custodial records to the account statements or reports that we may provide to you. Our statements or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16: Investment Discretion

For those client accounts where we provide ongoing money management or investment advice with ongoing supervision, we maintain limited power of authority over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. All buying and selling of securities is explained to clients in detail before an advisory relationship has commenced.

Item 17: Voting Client Securities

We do not vote Client proxies. However, money managers we select may vote proxies for Clients. Therefore, except in the event a money manager votes proxies, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client’s investment assets. Therefore (except for proxies that may be voted by a money manager), the Client shall instruct the Client’s qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client’s investment assets.

Item 18: Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have 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

Educational and Background Experience

Wolfbridge Financial currently has two management persons and two executive officers; Michael Kothakota and Jessica Wery. Mr. Kothakota's education and business background can be found on the Supplemental ADV Part 2B form.

Jessica Wery is a 49% owner in WolfBridge Financial Corporation. She is not an advisor, nor does she direct any investment or advertising related activity at the firm. Michael Kothakota owns the other 51% of WolfBridge Financial Corporation.

Dr. Wery has a Bachelor's in Education, a Master's in Special Education and a Ph.D. in Curriculum and Instruction.

Other Business Activities

Mr. Kothakota's other business activities can be found on the Supplemental ADV Part 2B form. Dr. Wery is currently a professor at Elon University, and her past positions all involve teaching or educational diagnostics and are not investment related in any way.

Performance Based Fees

Performance based fees, and conflicts associated with them, are described in Item 6 of this Brochure.

Material Disciplinary Disclosures

No management person at Wolfbridge Financial has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Material Relationships That Management Persons Have With Issuers of Securities

Neither Wolfbridge Financial, nor its management persons, has any relationship or arrangement with issuers of securities.

WolfBridge Financial

Form ADV Part 2B – Brochure Supplement

For

Michael Kothakota

CEO, and Chief Compliance Officer

Dated March 24, 2011

This brochure supplement provides information about Michael Kothakota that supplements the Wolfbridge Financial brochure. A copy of that brochure precedes this supplement. Please contact Mr. Kothakota if the Wolfbridge Financial brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Mr. Kothakota is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2: Educational Background and Business Experience

Michael Kothakota

Educational Background

2001 – B.S. Business Management – North Carolina State University

2014 – M.S. Predictive Analytics – Northwestern University

Certifications

2013 – CERTIFIED FINANCIAL PLANNER™

2008 – Accredited Financial Counselor®

2007 – Certified Divorce Financial Analyst™

Certificates

2012 – Certificate in Financial Planning – North Carolina State University

2012 – Certificate in Behavioral Economics – Duke University

2014 – Certificate in R Programming – Johns Hopkins University

Business Experience

2008 – Present CEO and CCO, Wolfbridge Financial

2005 – 2008 Financial Advisor, Edward Jones

Item 3: 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 each supervised person providing investment advice. No information is applicable to this Item.

Item 4: Other Business Activities

Divorce planning – Aiding divorcing individuals with the financial situation of their divorce. Divorce planning services range from $275/hour to $750/hour. This work is unrelated to advisory services

Business valuations – We provide snapshot and comprehensive business valuation services for business clients, to include, but not be limited to: Valuation of going concern and liquidation business interests, valuation of closely held stock, valuation for the purposes of sale, and valuation for the purposes of marriage dissolution.

Equity research – the firm will provide equity research for a fee to both institutional and individual investors.

Tax returns and tax planning – CPA Kristen Steffen files tax returns for individuals and businesses for a fee of $295 per return

Data analysis – Both Dr. Wery and Mr. Kothakota operate a data science firm in which businesses and non-profit entities are provided data science services (prescriptive and predictive analytics) in order to optimize their businesses. This business is unrelated to investment advisory activities.

Item 5: Additional Compensation

Other than salary, annual bonuses, or regular bonuses, Mr. Kothakota does not receive any economic benefit from any person, company, or organization, in exchange for providing clients advisory services through Wolfbridge Financial.

Item 6: Supervision

Mr. Kothakota is the CEO and Chief Compliance Officer. As such, he is responsible for all advice provided to clients.