

Form ADV Part 3 - Client Relationship Summary (CRS)

Item 1 - Introduction

Octo Capital, LLC (“we” or “us”) is registered with the U.S. Securities and Exchange Commission (“SEC”) as an investment adviser. Brokerage and investment advisory services and fees differ, and it’s important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at www.investor.gov/CRS. The site also provides educational materials about broker-dealers, investment advisers, and investing. The italicized sentences below are intended to be “conversation starters” for you to have with us, as required by the instructions to Form CRS.

Item 2 - What investment services and advice can you provide me?

The investment advisory we provide includes ongoing discretionary portfolio management services and financial advice/guidance as needed. We provide these services based on each client’s unique circumstances, including their investment objectives, risk tolerance, investment time horizon, withdrawal requirements, tax considerations, and other special circumstances, which we develop through discussions/meetings with our clients. We monitor portfolios periodically and make changes to them as we deem necessary. We manage portfolios on a discretionary basis, which means we have the authority to buy and sell investments in your accounts without speaking to you before doing so. However, you can place reasonable restrictions on the securities that we buy by notifying us in writing. We generally construct and manage portfolios containing open-end no-load mutual funds and exchange-traded funds (“ETFs”). We do not have minimum account sizes or investment amounts.

For more detailed information about our Advisory Business and the Types of Clients we generally service, please see Items 4 and 7, respectively, in our [Form ADV Part 2A](#).

Conversation Starters: *Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

Item 3 - What fees will I pay?

We charge a fixed fee for investment advisory services, which includes financial advice and planning, generally ranging between \$4,000 and \$12,000 annually. The fee is NOT based on a percentage of your account(s) value. The amount is agreed upon upfront based on the scope of the services provided, complexity, time involvement, number and type of accounts, number of objectives, number of individuals, ongoing administrative needs, and/or other miscellaneous requirements. We reserve the right to offer the advisory fee based on a percentage of assets under management (“AUM”) instead of a fixed fee, equal to 1.00% – 1.25% per annum, in situations where a flat fixed fee may not be appropriate (e.g., the minimum fixed fee exceeds 1.25% of assets to be managed). The annual fees are pro-rated and paid in advance on a quarterly basis.

All fees paid to us are separate and distinct from the fees and expenses charged by mutual funds and ETFs to shareholders or any transaction fees charged by the custodian(s). Mutual fund and ETF expenses are described in each fund's prospectus. You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. For more information, please review our disclosure brochure, which is available [here](#).

Conversation Starters: *Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means. For example, Charles Schwab & Co., Inc. (“Schwab”) provides us with access to its institutional brokerage—trading, custody, reporting, and related services—many of which may not be available to Schwab retail customers. Schwab also makes available various support services. The availability of these services from Schwab benefits us because we do not have to purchase them, which could create a conflict. In addition, Daniel Shub has an insurance license and may assist clients with purchasing insurance products. This creates a conflict of interest as, in some cases, the insurance company may pay Daniel Shub a commission, which will be fully disclosed to the client.

Conversation Starters: *How might your conflicts of interest affect me, and how will you address them?*

For more information, please review our disclosure brochure, which is available [here](#)

How do your financial professionals make money?

Our Advisors are compensated based on the revenue Octo Capital receives directly from you. Advisors are paid in the form of a base salary and/or discretionary draws based on firm revenue.

Item 4 - Disciplinary History

Do you or your financial professionals have legal or disciplinary history?

No, neither Octo Capital nor our Advisors have any legal or disciplinary history. Visit [Investor.gov/CRS](https://www.investor.gov/crs) for a free and simple search tool to research our firm and our Advisors.

Conversation Starters: *As a financial professional, do you have any disciplinary history? For what type of conduct?*

Item 5 - Additional Information

You can find additional information about our firm’s investment advisory services on the SEC’s website at www.adviserinfo.sec.gov by clicking on the “FIRM” tab and then searching CRD# 174351 or Octo Capital. You can also contact us at (248) 731-7729 if you have any questions or to request a copy of the relationship summary.

Conversation Starters: *Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*

Form CRS
Summary of Changes Exhibit

Set forth below is a summary of the changes made to the Octo Capital, LLC Form CRS on November 16, 2024:

Reference the following section: **What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?**

Added language: In addition, Daniel Shub has an insurance license and may assist clients with purchasing insurance products. This creates a conflict of interest as, in some cases, the insurance company may pay Daniel Shub a commission, which will be fully disclosed to the client.