

Investment Advisor Disclosure Documents

Form ADV Part 2A: Firm Brochure and Form ADV Part 2B Supplemental Brochures

May 9, 2017

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This brochure provides information about the qualification and business practices of Marietta Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us using the information listed on this cover page.

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. Marietta Wealth Management, LLC ("Marietta Wealth") is an SEC registered investment advisor. However, this registration does not imply a certain level of skill or training. Additional information about Marietta Wealth is also available on the SEC's website www.adviserinfo.sec.gov and searching on either our SEC File # 801-106784 or Firm CRD # 281782.

ITEM 2 - MATERIAL CHANGES

The Material Changes section of this brochure lists the material changes made since the last release of this brochure. This "summary" of changes will be made available to you at least annually.

If you would like to receive a complete copy of the Form ADV Part 2, you may obtain it by contacting us by telephone at: 404-549-6930, by email at info@mariettawealth.com or on the internet at www.adviserinfo.sec.gov. You can search for us on the adviser information site by using our unique identifying number, known as a CRD number. The CRD number for Marietta Wealth is 281782. Please contact Ben Crowe, Chief Compliance Officer, if you have any questions about the contents of this brochure.

There have been no material changes to this brochure since its last release (September 20, 2016).

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ITEM 4 - ADVISORY BUSINESS

Marietta Wealth Management, LLC ("Marietta Wealth") is a Georgia Limited Liability Company organized in October 2015 as a fee-only investment adviser. We are registered with the Securities and Exchange Commission as required by the Investment Advisers Act of 1940. Our main office is located in Marietta, Georgia. We are 100% owned by private individuals. The individual ownership members are Benjamin Crowe (10-25%), Wesley Hackney (10-25%), Charles Holloway III (10-25%), and Scott Keller (50-60%). We have a business continuity plan in place that provides for the loss of communications, office location, services, or key people.

Marietta Wealth provides various types of advisory services including asset management, financial planning, retirement plan consulting, and general consulting. These services are provided to individuals, families, trusts and estates, pension and profit sharing plans, and businesses entities.

Our services are made available to you primarily through individuals associated with Marietta Wealth as Investment Advisor Representatives ("IARs"). For more information about the IAR providing advisory services, you should refer to the Brochure Supplement for the IAR. Our Brochure Supplements, or Form ADV Part 2Bs, are attached and is required to be provided to you prior to or at the time you engage us. If you do not receive a Brochure Supplement, you should contact our firm at info@mariettawealth.com.

Our IARs rely on information obtained from you and your other professionals (attorney, accountant, real estate agent, insurance agent, private banker, trust officer, stockbroker, plan administrator, investment committee, etc.). We do not verify information received from you or your professionals. You are responsible for notifying us when there is any change in your financial situation and/or objectives that would impact the recommendations or services we provide.

As of December 31, 2016, our firm managed approximately \$198,200,000 in discretionary and \$156,400,000 in non-discretionary for a total of \$354,600,000 in assets under management.

Asset Management Service

You provide your investment goals and objectives to us to assist in managing your portfolio. We obtain your goals and objectives through meetings with you and/or your completion of a profile questionnaire. We assist you in establishing the appropriate portfolio objective and suitable asset allocation. Your profile questionnaire or our investment guideline memo will serve as a guide in managing your account(s) with us.

We offer asset management services to you through an individually tailored investment portfolio. Your portfolio may consist of one or more accounts. Your portfolio is managed by a designated IAR. You authorize us to purchase and sell a diversified investment allocation consisting of equity ("stock") positions, Exchange-Traded Funds ("ETFs"), Real Estate Investment Trusts ("REITs"), Investment Company ("open and closed mutual funds") products, along with a mix of fixed-income/debt ("bond") instruments that have been reviewed by our Investment Committee.

Your portfolio may include retirement account(s). When providing recommendations to retirement plan accounts involving rollover considerations, there are generally four options regarding an existing retirement plan account. An employee may use a combination of those options, such as; (i) leave the funds in the former employer's plan, if permitted, (ii) roll over the funds to a new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the individual's age, result in adverse tax consequences). If your designated IAR recommends that you rollover your retirement plan assets into an account to be managed by Marietta Wealth, such recommendation creates a conflict of interest insofar as we will earn an advisory fee on the rolled over assets. You are under no obligation to roll over retirement plan assets to an account managed by us.

Some client's investment portfolios include Separately Managed Accounts (SMAs) as part of their overall allocation strategy. SMAs are not part of our current allocation strategies, however they were provided to existing clients through Schwab's managed account offerings. The Schwab Managed Account *Select* program uses Schwab's Center for Financial Research (a division of Schwab) to research money managers and their investment strategies and provides information to us. We then help the client decide whether the *Select* program and available money managers are suitable for them. The program bundles research, Schwab's brokerage, custodial and client reporting fees under a single, all inclusive fee. Assets with Schwab Managed Account *Select* Program are charged a program fee (wrap program) as detailed in the Schwab Managed Account *Select* application and agreement. Schwab Managed Account *Marketplace* is a managed account platform. Schwab does not provide research on money managers available under this platform. However, some of the money managers available on this platform are also available under the *Select* program. The service provided on this platform are unbundled, meaning fees for Schwab's execution and custodial services are not combined with the money manager fees, which are negotiated with the individual money manager and are based on the type of assets and total under management. In both SMA offerings a separate fee is charged by us for monitoring and consulting on the portfolio. These services are offered under our advisory agreement and Schwab managed account offerings.

We do not custody assets. Accounts are held in your name at an independent custodian which may include Charles Schwab & Company, Inc. ("Schwab") or Interactive Brokers, LLC. Account statements are provided to you directly from your account custodian. We will provide periodic performance reports to you. The details of the account relationship are stated in your Advisory Agreement and the custodian's account application.

Financial Planning Service

We offer personal financial planning services. All forms of financial planning include a mutually defined review, analysis, and evaluation of your personal financial needs and goals. In general, our financial planning may encompass one or more of the following areas.

Personal Planning	Estate Planning
Marital/Divorce Planning	Retirement Planning
Education Planning	Investment Planning
Taxes and Cash Flow Planning	Real Estate Planning
Survivor and Beneficiary Planning	Insurance Planning

We gather information through in-depth interviews and related meetings. Information gathered includes your current financial situation, planning activities, future goals and objectives. We assume that the information received from you or from other professionals is complete and accurate.

We offer consulting services on topics not related to investment management or financial planning that may include a written analysis or report at your request as part of our consultation.

You receive an analysis of your current situation and recommendations to address your goals and objectives. Financial planning recommendations are implemented at your discretion. You are under no obligation to implement recommendations. We recommend you work closely with your attorney, accountant, real estate agent, insurance agent, private banker, trust officer, or other professionals as appropriate in implementing recommendations. At your request, we may recommend other professionals to assist you. Other professionals are engaged directly by you. Our IARs have established business relationships with other professionals that they may recommend to you. Our IARs will disclose existing relationships to you which, at times, may present

a conflict of interest. We monitor potential conflicts of interest with our IARs and other professionals by maintaining records on their receipt of gifts, and business entertainment.

Wealth Management Program Service

Our wealth management program combines the services offered under our asset management and financial planning sections described above under one client agreement. The combined services offered under our wealth management program are the same as those offered individually. Combining the services under our wealth management program allows us to provide those services to you more efficiently.

Retirement Plan Consulting Service

We provide investment advice and consulting services to sponsors of qualified retirement plans. We offer these investment advisory services on either a “non-discretionary” basis (serving as a limited-scope 3(21) fiduciary) or on a “discretionary” basis (serving as a 3(38) investment manager) as defined under ERISA. In either role, we provide specific investment advice to you with regard to the selection of investment manager(s) and/or investment alternatives available to the Plan within the platform provided by the Plan’s custodian. The services that we provide to each Plan may vary depending on the needs and/or desires of the Plan’s trustees and participants. The scope of services that might be offered are listed below.

Limited-scope 3(21) Fiduciary services include, but are not limited to, development of investment policy statement, recommendations for selecting and monitoring Plan investments, investment performance measurement and analysis, recommendations for selecting and monitoring Qualified Default Investment Alternatives, and periodic meetings with plan sponsor.

3(38) Investment Manager services include, but are not limited to, development of investment policy statement, selecting and monitoring Plan investments, investment performance measurement and analysis, selecting and monitoring Qualified Default Investment Alternatives.

Non-Fiduciary ERISA services include, but are not limited to, participant education and communication, assistance with fiduciary oversight and committee education, and assistance with selection and management of service providers.

ITEM 5 - FEES AND COMPENSATION

Asset Management Fees

Fees are billed quarterly per household and paid in advance. The fee is calculated based on the aggregate market value of your portfolio (including all accounts in your household) on the last business day of the previous calendar quarter multiplied by one-fourth the corresponding annual percentage rate for each portion of your portfolio assets that fall within each fee tier. For new accounts opened in mid-quarter, our fee is based upon a pro-rated calculation of your assets to be managed for the current quarterly period.

Tiered Management Fee Rates	
<u>Portfolio Value</u>	<u>Fee</u>
Up to \$1,000,000	1.00%
\$1,000,001 - \$2,000,000	0.90%
\$2,000,001 - \$3,000,000	0.80%
\$3,000,001 - \$4,000,000	0.70%
\$4,000,001 - \$5,000,000	0.60%
\$5,000,001 and over	0.50%

The management fee within each tier is negotiable on a client-by-client basis depending on size, complexity, and nature of the assets managed. We have a \$5,000 minimum annual fee requirement (\$1,250 billed quarterly), which may be waived or reduced if negotiated. Portfolio values that fall below \$500,000 will be subject to this minimum annual fee which can cause your fee to exceed our annual tiered fee rate of 1.00% (e.g., a managed portfolio of \$250,000 with a minimum annual fee charge of \$5,000 will translate into an annual fee rate of 2.00%).

Fees are deducted from your managed account at the qualified custodian. We facilitate the billing process. Fees will be deducted first from any money market funds or cash balances. If such assets are insufficient to satisfy payment of such fees, a portion of the portfolio assets will be liquidated to cover the fee. You must consent in advance to direct debiting of your fees from your managed accounts. Custodians deliver your account statements at least quarterly directly to you. Account statements show all disbursements from your account. You are encouraged to review your account statements for accuracy. We will receive electronic access or duplicate copies of your account statements. In instances where direct debit is not obtained, you will be invoiced the management fee.

Your individually managed accounts, or third party program accounts, may incur additional charges and fees imposed by third parties. Third parties include custodians, mutual funds, and investment managers. These expenses are in addition to our management fee. Charges vary by third party, type of account, size of account, volume of activity, and type of investment. They are described in the custodian account agreements, investment prospectuses, and plan documents. Charges may include:

- Transaction charges for trade execution
- Mutual fund or money market 12b-1 and sub-transfer agent fees
- Mutual fund and money market management fees and administrative expenses
- Mutual fund transaction fees
- Administrative servicing fees for trust accounts
- Other custodial transaction charges and service fees outlined in the account agreement
- IRA and qualified retirement plan servicing fees
- Other charges required by law

We do not receive a portion of these charges or fees. Portfolio management services may cost more, or less, if provided by another investment advisor.

You may terminate the Advisory Agreement within five business days of execution without penalty and receive a full refund of fees paid. Asset management services may be terminated by either party. Termination occurs thirty days after receipt of a written notice by the other party. In the event termination does not fall on the last day of the billing cycle, you will be entitled to a pro-rated refund of any prepaid quarterly management fee based on the number of days remaining in the billing cycle.

Financial Planning Service Fee

Fees are negotiable and vary by client depending on the scope of the engagement, complexity of services requested, the nature of your personal and financial situation, and any other factors that may affect the performance or delivery of the desired service. Your fee is stated in the Financial Planning Agreement. Our financial planning service fee ranges from \$0 to \$10,000. Our hourly fee for consulting on topics not related to asset management or financial planning engagements will not exceed \$350 an hour. We will invoice you for services and your payments will be made to Marietta Wealth Management, LLC.

You may terminate your Financial Planning service without penalty within five days of executing a Financial Planning Agreement. After the five day period, you may terminate your Financial Planning

Agreement at any time and receive a refund of unearned fees, if any. Your Financial Planning Agreement terminates once the financial plan has been completed and presented to you.

Wealth Management Program

Fees for the Wealth Management Program are based upon the asset management tiered fee schedule stated above. The Wealth Management Program requires a minimum of \$750,000 of assets under management. Above that level of assets under management, financial planning services may be included in your client relationship with us.

Retirement Plan Consulting Service Fee

Fees are billed quarterly per account and paid in advance. The fee is calculated based on the included assets of your account on the last business day of the previous calendar quarter multiplied by one-fourth of the corresponding annual percentage rate for your included assets balance. For new plans opened in mid-quarter, our fee is based upon a pro-rated calculation of your included assets to be managed for the current quarterly period. We do not make partial refunds of our quarterly fee for plan withdrawals made during the calendar quarter. Terminated portfolios are entitled to a prorated refund of any pre-paid quarterly fee based upon the number of days remaining in the billing quarter.

Account Balance	ERISA 3(21)	ERISA 3(38)
	Fee	Fee
Up to \$2,500,000	1.00%	1.10%
\$2,500,001 - \$5,000,000	0.70%	0.80%
\$5,000,001 - \$7,500,000	0.50%	0.60%
\$7,500,001 - \$12,500,000	0.40%	0.40%
\$12,500,001 - \$20,000,000	0.30%	0.60%
\$20,000,001 and over	0.20%	0.30%

The retirement plan fee is negotiable on a client-by-client basis depending on size of the plan and services provided. Retirement plans with assets greater than \$20,000,000 may be offered a flat annual fee with annual cost of living increases in place of the tiered fee rate. We have a \$5,000 minimum annual fee requirement (\$1,250 billed quarterly), which may be waived or reduced if negotiated. Retirement plans with included assets that fall below \$500,000 will be subject to this minimum annual fee which can cause your fee to exceed our annual tiered fee rate (e.g., a account balance of \$250,000 with a minimum annual fee charge of \$5,000 will translate into an annual fee rate of 2.00%).

Fees may be direct billed to the Plan Client or the custodian per the Plan Client’s instructions.

If the Record Keeper Handles Billing

If the plan record keeper is responsible for handling the billing they will use the above planning fee schedule, however planning fees may be billed in advance or arrears on a monthly or quarterly basis. In addition, the calculation of the planning fee may be different than disclosed here depending on the platform the Plan uses. Such billing structure will be disclosed under a separate billing agreement.

Our fees are exclusive of other related costs and expenses which shall be incurred by the Retirement Plan. For example, Plans may incur certain charges imposed by custodians, brokers, investments and other third parties such as fees charged by managers, recordkeeping/custodial fees, sales charges, redemption fees, transaction fees, wire transfer and electronic fund fees, and other fees and/or taxes. Mutual funds and exchange traded funds also charge internal management fees and expenses which are disclosed in a fund’s prospectus. Such charges, fees,

and commissions are exclusive of and in addition to our fee. We do not receive a portion of these charges or fees. Retirement Plan services may cost more, or less, if provided by another investment advisor.

You may terminate your Retirement Plan Services without penalty within five days of executing an Agreement and receive a full refund of fees paid. Retirement services may be terminated by either party. Termination occurs thirty days after receipt of a written notice by the other party. In the event termination does not fall on the last day of the billing cycle, you will be entitled to a pro-rated refund of any prepaid advisory fee based on the number of days remaining in the billing cycle.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not charge fees based on a share of capital gains or the capital appreciation of the assets held in your accounts. This item is not applicable.

ITEM 7 - TYPES OF CLIENTS

We provide advisory services to individuals, families, trusts, and estates. Services may extend to entities related to you, such as business entities, partnerships, charitable organizations, retirement accounts and retirement plans.

We do not require a minimum account size; however our services do have a minimum fee (See Item 5 Fees and Compensation). Refer to the third party manager disclosure documents for information on minimum account size requirements or any other conditions for SMAs.

ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Methods of Analysis

We utilize the following sources of information for analysis and recommendations:

- Morningstar reports
- Fund prospectuses
- Financial newspapers and magazines
- Research prepared by third parties
- Corporate ratings services
- Company filings

We utilize an Investment Committee (IC). The IC governs the investment advisory process. IC members participate in conference calls, industry conferences, and meetings with fund and investment portfolio managers. IC makes general recommendations regarding asset allocation, mutual funds, ETFs, REITs and other investments. IC also constructs asset allocation model strategies and provides recommendations on the securities to populate these models. Your Investment Adviser Representative will use IC guidance to construct an investment strategy specific to your needs. It is important to note that no methodology or investment strategy is guaranteed to be successful or profitable.

For Retirement Plan clients each plan is analyzed separately paying particular attention to investment limitations as determined by the Plan documents, the Plan's current service providers/platform, and current platform architecture. In general, we use the same method of analysis for retirement plan clients as we do for non-retirement plan clients.

Investment Strategies

We obtain detailed financial and other pertinent information from you. The investment strategy for you is based upon your financial goals and objectives. You may change these objectives at any time.

We will use a customized asset allocation strategy for your investment account. We provide advice on securities such as Investment Company ("mutual funds") products, Exchange-Traded Funds

("ETFs"), Separately Managed Accounts ("SMAs"), fixed-income/debt ("bond") instruments, Real Estate Investment Trusts ("REITs"), limited partnerships, and equity ("stock") positions. Various investments are utilized when opportunities exist.

Risk of Loss

We do not represent, warrant, or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. Investment risks involve the following:

- Systematic Risk: market or economic factors
- Interest Rate Risk: change in value and yield
- Inflation Risk: loss of value or buying power
- Currency Risk: loss due to monetary exchange rates with international investments
- Liquidity risk: inability to buy or sell an investment
- Sociopolitical Risk: instability in regions of the world can affect investment markets
- Management Risk: impact of bad company management decisions
- Credit Risk: default risk on borrowing
- Assessment Risk: ability to understand, determine and evaluate an investment

In addition to general risks associated with investing, certain products also have additional risks.

Closed-End Funds

Closed-end funds (CEFs) are investment vehicles actively managed by investment advisors. They are distinguished by their unique features and benefits. Shares of CEFs are created through an initial public offering (IPO), after which they trade on an exchange, similar to stocks. As a result of trading on an exchange, CEFs will have both a market price and a net asset value (NAV). Market prices fluctuate based on supply and demand and typically trade above (premium) or below (discount) the fund's NAV. The primary negative effect of the closed-end structure is the possibility of illiquidity. Since shares cannot be purchased or sold directly through the fund company, there are limitations on trading volume. If an order is placed that would materially increase the day's trading volume above the average, the price rises to correct this increase in demand. Likewise, if an investor wishes to sell an unusually large number of shares, the price will drop to a level where there are enough investors willing to purchase this large number of shares. The potential effect of reduced liquidity is that CEFs can experience share price volatility above that of mutual funds.

Exchange Traded Funds (ETFs)

ETFs are typically investment companies that are legally classified as open-end mutual funds or unit investment trusts. However, they differ from traditional mutual funds in that ETF shares are listed on a securities exchange. Shares can be bought and sold throughout the trading day like shares of other publicly-traded companies. ETF shares may trade at a discount or premium to their net asset value. This difference between the selling and buying price is often referred to as the "spread." The spread varies over time based on the ETF's trading volume and market liquidity. The spread is generally lower if the ETF has a lot of trading volume and market liquidity. Although many ETFs are registered with the Investment Company Act of 1940 like traditional mutual funds, some ETFs, in particular those that invest in commodities are not registered as an investment company. Certain ETFs may be subject to unique tax consequences such as K-1 tax reporting and tax treatment for collectibles.

ITEM 9 - DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding legal, disciplinary, or financial events that would be material to your evaluation of us or the integrity of our management. We have no reportable disciplinary history information applicable to this item.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Benjamin H. Crowe, one of our Managing Members, is a certified public accountant and a Managing Member of Bowen-Crowe Group, LLC, a full service CPA firm providing tax and accounting services to individuals and businesses. The services provided through Bowen-Crowe Group are separate and distinct from the services of Marietta Wealth. Mr. Crowe devotes approximately 25% of his available time to Bowen-Crowe Group depending on the needs of his accounting clients and the time of year.

Referrals to, from, and between us and Bowen-Crowe Group can create a potential conflict of interest. Mr. Crowe, as a managing member of both entities, has the ability to influence investment and accounting activities by keeping them all in-house. If this occurs it can benefit Mr. Crowe in receiving additional personal revenues. We recommend that when engaging Mr. Crowe's professional services, you should consider this affiliated conflict and that comparable or equivalent services may cost more or less if received through an independent option.

ITEM 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Code of Ethics

We have adopted a Code of Ethics that establishes the fundamental principles of conduct and professionalism expected by all personnel in discharging their duties. Our Code requires that we conduct all business dealings in an ethical fashion, and encourages us to meet not only the technical requirements but also the spirit of the Code. We have a duty of care, loyalty, and honesty. We must act in your best interest. Our Code requires us to comply with all federal securities laws. In addition, we are prohibited from defrauding, misleading, or manipulating you in providing our services. Further, we may not favor the interests of one client over another.

A copy of our Code of Ethics is available to you upon request.

Participation or Interest in Client Transactions

We are prohibited from investing with you or any client in a private business interest or other non-marketable investment unless prior approval has been obtained from our Chief Compliance Officer. We are prohibited from acting upon an insider trading information and may not share any non-public information regarding securities with anyone.

Personal Trading

We have implemented guidelines regarding personal securities transactions, designed to prevent us from profiting personally, directly or indirectly, as a result of knowledge about a security or transactions. We are prohibited from acquiring securities in an initial public offering without prior written approval. We may at times buy or sell securities that are also held by you. Your orders are given priority over ours. Our personal trading is reviewed by our Chief Compliance Officer.

ITEM 12 - BROKERAGE PRACTICES

Custodial Services

We have established custodial relationships with Charles Schwab & Company, Inc. ("Schwab") and Interactive Brokers, LLC. Both are licensed broker-dealers and members of FINRA and SPIC. Both firms offer us services that include custody of securities, trade execution, clearance, and the settlement of transactions.

We recommend you establish accounts with Schwab or Interactive Brokers. We are not affiliated with the custodians. Schwab and Interactive Brokers generally do not charge separately for custody. They are compensated by you through commissions or other transaction-related fees

from trades executed on their trading platforms or settled in your account. We evaluate the firms' brokerage based on execution services, investment offering and quality of service. Schwab and Interactive Brokers also make available to us other products and services that benefit us but may not benefit your accounts. These other services include:

- Access to client account data (such as trade confirmations and account statements)
- Trade execution software
- Investment research, pricing information and market data
- Direct debit of fees from accounts
- Recordkeeping (account paperwork, trade memorandums and statements)
- Practice management consulting, publications, and conferences

These services are available to us on an unsolicited basis. They are intended to help manage and develop our advisory business.

Soft Dollar Practices

We do not receive soft dollar benefits from account custodians. We have implemented a policy that requires approval, reporting, and monitoring of soft dollar benefits.

Directed Brokerage

We will evaluate the use of any broker-dealer not mentioned above on a case-by-case basis. If you direct us to use a particular broker-dealer not mentioned above, we may not be able to achieve best execution such as negotiated commissions. Commissions charged may be more or less than those charged to other clients.

Third party manager disclosure documents provide information on their brokerage recommendations and practices. We do not recommend broker dealers for third party accounts.

Trade Aggregation

Since your account is managed individually, we do not aggregate your trades with others. Mutual fund trades do not provide an aggregation benefit. Non-aggregated trades in equity stocks may result in your paying higher brokerage costs. Under certain circumstances such as security trading volume, number of clients involved, and/or the financial instrument; we may aggregate (bunch) orders provided they seek to achieve best execution and do not systematically advantage or disadvantage a client.

ITEM 13 - REVIEW OF ACCOUNTS

Your IAR reviews your account on an on-going basis to monitor its performance with your stated investment objectives and guidelines. Cash needs will be adjusted as necessary.

We encourage you to review with us your investment strategies and account performance on an annual basis. Material changes in your financial situation, the general economy, or tax law changes can trigger more frequent reviews. It is your responsibility to notify us of any changes in your financial situation or circumstances that would materially impact the recommendations or services we provide.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Client Referrals

We, in some instances, may compensate third-party solicitors for client referrals. In order for a third party to be compensated by us for referring a prospective client to us the third party must be engaged by us under a Solicitor or Referral Agreement ("Agreement") in compliance with Section 206(4)-3 of the Investment Advisers Act of 1940. In general, a solicitor is compensated only after

a prospect becomes a client of ours by executing our client agreement. The solicitor is paid a percentage of our collected advisory fee as specified in the solicitor's agreement. A solicited client pays no additional fee for the referral; to the contrary, the fee we earn is reduced by the amount paid to the solicitor. A client who is solicited by a solicitor will receive a separate Solicitor Disclosure Statement describing the nature of the arrangement in detail. Clients may request details regarding a particular solicitor agreement by contacting us at the contact information provided on the first page of this document.

Other Compensation

Although as part of our planning services we may recommend other professionals to provide services or transact suggested financial or investment product sales, such as insurance, you are under no obligation to use the professionals we recommend to you. These professionals may receive normal and customary compensation for their services to you. We do not share in or accept compensation from other professionals with respect to the services or recommendations they provide to you.

We, our employees, and IARs may receive additional compensation from advisory product sponsors and other professionals. Such Compensation may include gifts valued at less than \$100 annually or occasional business entertainment such as a dinner, a ticket to a sporting event, or reimbursement in connection with education or training meetings. Our employees are required to report their gifts and business entertainment as part of our firm's policies and procedures.

ITEM 15 - CUSTODY

Your accounts are held at qualified custodians. The custodians provide statements directly to you. You should carefully review your account statements to confirm holdings and transactions. If you do not receive your account statement, contact your IAR.

We are deemed to have custody of your funds if certain conditions are met. Since we debit your advisory fees directly from your accounts, we have custody for that purpose. We do not have custody for any other purpose. We would be subject to additional regulatory requirements if we had custody beyond the debiting of advisory fees.

ITEM 16 - INVESTMENT DISCRETION

When established, we have authority to determine, without obtaining specific consent from you, both the securities to be bought and sold in your managed accounts as well as the amount of the securities to be bought or sold. This discretion must be provided at the beginning of our relationship and documented in our Agreement with you. In a non-discretionary capacity, we will consult with you prior to each trade for approval. You may inform us of any restrictions or limitations you would like to place on your managed accounts.

Third party program managers have full discretion over trades in their programs. They do not consult with us or you before placing trades.

ITEM 17 - VOTING CLIENT SECURITIES

Proxies

We do not vote proxies for you. You retain the responsibility for receiving and voting proxies for securities held in your accounts. Your account custodian will send these to you or your designee.

Class Action Lawsuits

Securities held in your managed accounts may be subject to class action lawsuits. We have engaged Chicago Clearing Corporation ("CCC") to provide a review of possible settlement claims involving a class action lawsuit. CCC seeks out open and eligible class action lawsuits. CCC files,

monitors and expedites the distribution of settlement proceeds in compliance with SEC guidelines on your behalf. CCC's filing fee is contingent upon the successful completion and distribution of the settlement proceeds from a class action lawsuit. CCC filing fee is 20% of your share of the settlement distribution. You are automatically included in CCC's service. You may opt-out by notifying us in writing. If you opt-out, neither we nor CCC will monitor class action filings for you.

ITEM 18 - FINANCIAL INFORMATION

We do not have a financial impairment that would preclude us from meeting our contractual commitments to you.

In addition, we do not act as custodian, have access to client account distributions beyond the direct debit of fees, or require the prepayment of fees from you of more than \$1,200 six months or more in advance. As a result, we are not required to provide you with our balance sheet.

FORM ADV PART 2B - BROCHURE SUPPLEMENTS

These brochure supplements provide information about the following individuals that supplements the Marietta Wealth Management brochure. You should have received a copy of that brochure. Please contact Mr. Crowe if you did not receive our firm's brochure or if you have any questions about the contents of these supplements.

Benjamin H. Crowe, CFP®, CFA®, CPA

472 N. Sessions Street, Unit #24
Marietta, GA 30360
Phone: (404) 549-6930

Born 1975

Education

- American Institute of Certified Public Accountants, Certified Public Accountant, 2008
- The CFA Institute, Chartered Financial Analyst®, 2003
- Certified Financial Planner Board of Standards, Certified Financial Planner®, 1999
- University of Georgia, Bachelor of Science in Finance, 1997

Business Background for the Previous Five Years:

- Marietta Wealth Management, Managing Member & CCO, November 2015 – Present
- Bowen-Crowe Group, LLC, Managing Member & CPA, November 2015 - Present
- G.W. Henssler & Associates, Ltd., Managing Associate, August 2010 – November 2015
- Henssler Asset Management, LLC, Managing Associate, August 2010 – November 2015
- ALPS Distributors, Inc., Registered Representative, October 2011 – November 2015

Disciplinary Information

Mr. Crowe does not have a legal or disciplinary event to report. Clients and prospective clients can view the CRD record (registration records) for Mr. Crowe through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov. The CRD number for Mr. Crowe is 4641679.

Other Business Activities

In addition to being an investment advisor representative ("IAR"), Mr. Crowe is licensed CPA in Georgia. He is a Managing Member of Bowen-Crowe Group, LLC, a full service CPA firm providing tax and accounting services to individuals and businesses. The services provided through Bowen-Crowe Group are separate and distinct from the services of Marietta Wealth. Mr. Crowe devotes approximately 25% of his available time to Bowen-Crowe Group depending on the needs of his accounting clients and the time of year.

Referrals to, from, and between us and Bowen-Crowe Group can create a potential conflict of interest. Mr. Crowe, as a managing member of both entities, has the ability to influence investment and accounting activities by keeping them all in-house. If this occurs it can benefit Mr. Crowe in receiving additional personal revenues. We recommend that when engaging Mr. Crowe's professional services, you should consider this affiliated conflict and that comparable or equivalent services may cost more or less if received through an independent option.

Additional Compensation

Mr. Crowe's compensation is derived from business income related to client engagements. Mr. Crowe does not receive any additional compensation or other economic benefit from any other source for providing investment advisory services.

Supervision

Mr. Crowe's activities are supervised by Marietta Wealth's Managing Principal, Scott Keller. Mr. Keller meets periodically with Mr. Crowe to oversee his adherence to the firm's Code of Ethics and confirm his duties are carried out in the best interest of our clients. Clients may contact Mr. Keller

directly at 678-918-9133 or scott@mariettawealth.com.

Wesley N. Hackney, CFP®

472 N. Sessions Street, Unit #24
Marietta, GA 30360
Phone: (404) 549-6930

Born 1976

Education

- Certified Financial Planner Board of Standards, Certified Financial Planner®, 2008
- Kennesaw State University, Bachelor of Business Administration in Finance, 2000

Business Background for the Previous Five Years:

- Marietta Wealth Management, Managing Member, October 2015 – Present
- G.W. Henssler & Associates, Ltd., Managing Associate, June 2008 – October 2015
- Henssler Asset Management, LLC, Managing Associate, June 2008 – October 2015
- ALPS Distributors, Inc., Registered Representative, July 2008 – August 2015

Disciplinary Information

Mr. Hackney does not have a legal or disciplinary event to report. Clients and prospective clients can view the CRD record (registration records) for Mr. Hackney through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov. The CRD number for Mr. Hackney is 4964298.

Other Business Activities

Mr. Hackney does not have any other business activities.

Additional Compensation

Mr. Hackney's compensation is derived from business income related to client engagements. Mr. Hackney does not receive any additional compensation or other economic benefit from any other source for providing investment advisory services.

Supervision

Mr. Hackney's activities are supervised by Marietta Wealth's Chief Compliance Officer, Benjamin Crowe. Mr. Crowe meets periodically with Mr. Hackney to oversee his adherence to the firm's Code of Ethics and confirm his duties are carried out in the best interest of our clients. Clients may contact Mr. Crowe directly at 678-918-8761 or ben@mariettawealth.com.

Charles B. Holloway, III, CFP®, CFA™

472 N. Sessions Street, Unit #24
Marietta, GA 30360
Phone: (404) 549-6930

Born 1977

Education

- Institute for Divorce Financial Analysts, Certified Divorce Financial Analyst™, 2010
- Certified Financial Planner Board of Standards, Certified Financial Planner®, 2008
- Georgia Institute of Technology, Bachelor of Science in Management, 2000

Business Background for the Previous Five Years:

- Marietta Wealth Management, Managing Member, October 2015 – Present
- G.W. Henssler & Associates, Ltd., Managing Associate, August 2008 – October 2015
- Henssler Asset Management, LLC, Managing Associate, August 2008 – October 2015
- ALPS Distributors, Inc., Registered Representative, October 2010 – August 2015

Disciplinary Information

Mr. Holloway does not have a legal or disciplinary event to report. Clients and prospective clients can view the CRD record (registration records) for Mr. Holloway through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov. The CRD number for Mr. Holloway is 5300110.

Other Business Activities

Mr. Holloway does not have any other business activities.

Additional Compensation

Mr. Holloway's compensation is derived from business income related to client engagements. Mr. Holloway does not receive any additional compensation or other economic benefit from any other source for providing investment advisory services.

Supervision

Mr. Holloway's activities are supervised by Marietta Wealth's Chief Compliance Officer, Benjamin Crowe. Mr. Crowe meets periodically with Mr. Holloway to oversee his adherence to the firm's Code of Ethics and confirm his duties are carried out in the best interest of our clients. Clients may contact Mr. Crowe directly at 678-918-8761 or ben@mariettawealth.com.

Scott L. Keller, CFA®

472 N. Sessions Street, Unit #24
Marietta, GA 30360
Phone: (404) 549-6930

Born 1966

Education

- The CFA Institute, Chartered Financial Analyst®, 2000
- Mercer University, Master of Business Administration, 1993
- University of Georgia, Bachelor of Business Administration in Finance, 1988

Business Background for the Previous Five Years:

- Marietta Wealth Management, Managing Member, October 2015 – Present
- G.W. Henssler & Associates, Ltd., Principal, December 1997 – October 2015
- Henssler Asset Management, LLC, Managing Associate, January 2002 – October 2015
- ALPS Distributors, Inc., Registered Representative, June 2005 – August 2015

Disciplinary Information

Mr. Keller does not have a legal or disciplinary event to report. Clients and prospective clients can view the CRD record (registration records) for Mr. Keller through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov. The CRD number for Mr. Keller is 3057544.

Other Business Activities

Mr. Keller does not have any other business activities.

Additional Compensation

Mr. Keller's compensation is derived from business income related to client engagements. Mr. Keller does not receive any additional compensation or other economic benefit from any other source for providing investment advisory services.

Supervision

Mr. Keller's activities are supervised by Marietta Wealth's Chief Compliance Officer, Benjamin Crowe. Mr. Crowe meets periodically with Mr. Keller to oversee his adherence to the firm's Code of Ethics and confirm his duties are carried out in the best interest of our clients. Clients may contact Mr. Crowe directly at 678-918-8761 or ben@mariettawealth.com.

Stephen A. Michael

472 N. Sessions Street, Unit #24
Marietta, GA 30360
Phone: (404) 549-6930

Born 1952

Education

- Georgia State University, Masters of Business Administration, 1977
- University of Denver, Bachelor of Arts in Political Science, 1974

Business Background for the Previous Five Years:

- Marietta Wealth Management, Investment Advisor Representative, January 2016 – Present
- G.W. Henssler & Associates, Ltd., Senior Associate, November 2001 – January 2016
- Henssler Asset Management, LLC, Senior Associate, November 2001 – January 2016
- ALPS Distributors, Inc., Registered Representative, June 2005 – January 2016

Disciplinary Information

Mr. Michael does not have a legal or disciplinary event to report. Clients and prospective clients can view the CRD record (registration records) for Mr. Michael through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov. The CRD number for Mr. Michael is 1286800.

Other Business Activities

Mr. Michael does not have any other business activities.

Additional Compensation

Mr. Michael's compensation is derived from business income related to client engagements. Mr. Michael does not receive any additional compensation or other economic benefit from any other source for providing investment advisory services.

Supervision

Mr. Michael's activities are supervised by Marietta Wealth's Chief Compliance Officer, Benjamin Crowe. Mr. Crowe meets periodically with Mr. Michael to oversee his adherence to the firm's Code of Ethics and confirm his duties are carried out in the best interest of our clients. Clients may contact Mr. Crowe directly at 678-918-8761 or ben@mariettawealth.com.

Professional Certifications

Our representatives have earned professional certifications and designations that are required to be explained in further detail in this brochure supplement.

Certified Financial Planner™

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally-registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board"). The CFP® requires certificate holders to have a bachelor's degree, three (3) years professional experience in the area of financial planning, and to successfully pass the examination process.

Chartered Financial Analyst®

The CHARTERED FINANCIAL ANALYST® (CFA®) is a professional designation issued by the CFA Institute. The CFA designation requires holders to have a bachelor's degree, four (4) years professional experience in the investment/financial field, and to successfully pass the examination process. Charterholders are required to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct and become a regular member of the CFA Institute.

Certified Public Accountant

CERTIFIED PUBLIC ACCOUNTANTS (CPA) are licensed and regulated by their applicable state board of accountancy. Georgia requires CPAs to have a bachelor's degree or higher with semester hour requirements in accounting and business related subjects, successfully pass the Uniform CPA Exam, and one (1) year of continuous qualifying experience in accounting. To retain a CPA license, holders must complete 80 hours of continuing education every two (2) years.

Certified Divorce Financial Analyst®

CERTIFIED DIVORCE FINANCIAL ANALYST (CDFA™) is a professional designation issued by the Institute for Divorce Financial Analysts (IDFA™). The CDFA™ designation requires holders to have three (3) years' experience in the area of financial services, accounting or family law, and to successfully pass the examination process. Holders are required to pay an annual certification fee, complete 15 hours of divorce-related continuing education every two (2) years, and adhere to the CDFA™ Code of Ethics and Professional Responsibility.
