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Doing Business as Demma-Novak Wealth Management
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Date of Disclosure Brochure March 2025

This disclosure brochure provides information about the qualifications and business practices of Demma Wealth Management, LLC (DWM) doing business as Demma-Novak Wealth Management (also referred to as we, us and DWM throughout this disclosure brochure). If you have any questions about the contents of this disclosure brochure, please contact Mark J. Demma at 513-624-0075 or mark@demmanovak.com. The information in this disclosure brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about DWM is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm's information on this website by searching for DWM or our firm's CRD number 172311.

*Registration as an investment adviser does not imply a certain level of skill or training.

Item 2 – Material Changes

Since the last annual filing of this brochure, there have been no material changes.

We will ensure that you receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after our firm's fiscal year ends. Our firm's fiscal year ends on December 31, so you will receive the summary of material changes no later than April 30 each year. At that time we will also offer or provide a copy of the most current disclosure brochure. We may also provide other ongoing disclosure information about material changes as necessary.

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Item 4 – Advisory Business

DWM is an investment adviser registered with the State of Ohio and Kentucky and is a limited liability company (LLC) formed under the laws of the State of Ohio.

- Mark J. Demma is the Managing Member and 100% owner of DWM. Full details of the education and business background of Mark J. Demma are provided at *Item 19* of this Disclosure Brochure.
- DWM filed its initial application to become registered as an investment adviser in October 2014.

Client Assets Managed by DWM

As of the date of this disclosure, DWM provides wealth management services to approximately 270 individual clients. DWM has no discretionary or non-discretionary assets under management.

Wealth Management Services

DWM provides Wealth Management Services (WMS) to help clients develop and maintain strategies focused on accumulation, allocation and ongoing management of investment and other personal financial resources to meet current and future income objectives. Please understand that a written WMS agreement must be signed by you and DWM before services can be provided. WMS may include, but not be limited to the following based on each client's personal objectives, preferences and unique financial circumstances:

Planning and Analysis

Organization of personal financial and investment data and development of strategies for future efficient access of information and maintenance.

Review, establish and rank short, intermediate, and long-term goals, time horizons, and personal preferences and expectations.

Review current and future savings, investment, pension, social security and other personal financial resources.

Review current asset allocation, investment strategies and portfolio structure and prepare investment product expense analysis.

Review and establish expectations and preferences for investment return and volatility ranges.

Run analysis and retirement income projections using Monte Carlo simulations to estimate probability of successfully achieving stated objectives under multiple scenarios.

Develop ideal recommended scenario, target asset allocation and investment strategy implementation plan.

Review and develop income and distribution strategies to meet retirement income and other planned spending objectives.

Review, develop and implement insurance and risk management strategies.

Review and establish plan for regular review and contact to update planning objectives, allocation, investment, and other strategies as needed.

Ongoing behavioral coaching and guidance to assist in adherence to planning objectives.

Portfolio Construction and Asset Management

Review, develop and implement asset allocation and investment strategies based on client's resources, personal preferences, tax considerations and planning objectives.

Research, analysis and selection of investment products, providers, platforms, securities and managers.

General account services, which may include trading, cash flow management, account maintenance and reporting.

Personal Financial Management

Review and analysis of budget and cash flow management strategies.

Review and analysis of credit, financing and debt management strategies.

General business planning, analysis and strategy development.

General estate and tax planning, analysis and review in coordination with your qualified legal and tax professionals.

General economic, financial and investment related research and education.

DWM provides WMS based on the unique circumstances of each client. We work with you through discussion and analysis to determine your objectives and preferences. The type, frequency and method of providing Wealth Management Services is tailored to you based on this discussion and analysis. This process is ongoing. Services may change throughout the relationship as a result.

Our objective is to inform and advise clients so that they may make decisions based on their personal preferences and objectives. The client is the decision maker. However, we will not enter in to a relationship with a prospective client whose investment objectives may be considered incompatible with our investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Implementation of WMS may require you to appoint our firm as your investment adviser of record on specified accounts (collectively, the "Account"). The Account consists only of separate account(s) held by qualified custodian(s) under your name. The qualified custodians maintain physical custody of all funds and securities of the Account, and you retain all rights of ownership (e.g., right to withdraw securities or cash, exercise or delegate proxy voting and receive transaction confirmations) of the Account.

We will need to obtain certain information from you to determine your financial situation and investment objectives. You will be responsible for notifying us of any updates regarding your financial situation, risk tolerance or investment objective and whether you wish to impose or modify existing investment restrictions; however we will contact you at least annually to discuss any changes or updates regarding your financial situation, risk tolerance or investment objectives. We are always reasonably available to consult with you relative to the status of your Account.

It is important that you understand that we provide wealth management services to other clients and may give them advice or take actions for them or for our personal accounts that is different from the advice we

provide to you or actions taken for you. We are not obligated to buy, sell or recommend to you any security or other investment that we may buy, sell or recommend for any other clients or for our own accounts.

Limits Advice to Certain Types of Investments

DWM primarily recommends that clients invest using diversified, low-cost, mutual funds and exchange traded funds, preferably index funds, or strategies which use index mutual funds and exchange traded funds, however we may offer advice on any investment that may be appropriate for each client's specific circumstances, needs, objectives and preferences, typically legacy holdings, purchased based on outside recommendations or client preference.

Item 5 – Fees and Compensation

Fees charged for our Wealth Management Services may be charged based on a percentage of assets under management (Orion Portfolio Solutions), flat fee retainer (Custom Programs), or combination thereof based on the client's individual needs, objectives, preferences, and investment custodian limitations. Please refer to your Wealth Management Agreement to determine the type of fee and billing frequency that applies to your accounts.

Fees are prorated (based on the number of days service is provided during the initial billing period) for your account opened at any time other than the beginning of the billing period. If services are commenced in the middle of the billing period, then the prorated fee for that billing period will be billed in arrears at the end of that billing period. Wealth Management Services continue in effect until terminated by either party (i.e., DWM or you) by providing written notice of termination to the other party.

Orion Portfolio Solutions

DWM may recommend the services of Orion Portfolio Solutions (Orion) an unaffiliated SEC-registered investment adviser to provide services relating to the implementation of asset allocation and investment strategies for client accounts. These services include trading, reporting, fee-billing and automated portfolio management through the use of third-party model portfolios. Charles Schwab (Schwab), Matrix Trust Company (Matrix), and National Financial Services (NFS) are the custodian for Orion client accounts.

Fees for WMS under this program are charged based on a percentage of assets under management based on the following tiered schedule:

<u>Account Assets</u>	<u>Annual Fee</u>
First \$250,000	0.75%
Next \$250,000	0.50%
Next \$250,000	0.25%
Next \$250,000	0.10%
Over \$1,000,000	0.00%

Fees are billed in arrears (at the end of the billing period) on a monthly or quarterly basis and calculated based on the average daily balance of your account during the current billing period. Some clients may have custom fee schedules based on their unique circumstances that may be higher or lower than the tiered schedule above.

The services of Orion are separate from those of DWM and require a separate terms of use agreement. Orion is a fee-based service. Fees for the services of Orion are separate from those of DWM and may be higher than non-fee based custodian options. DWM may elect to pay some or all of the fees and expenses associated with the use of the Orion program on behalf of the client solely at its discretion. Fees for the Orion program are based on the following breakpoint schedule:

<u>Mutual Funds Only</u>			<u>Exchange Trade Funds</u>	
0-\$50,000	0.45%	and additional trading fees for	0-\$250,000	0.20%
Over \$50,000	0.35%		\$250,000.01-\$500,000	0.15%
Over \$100,000	0.20%		Over \$500,000	0.10%
Over \$250,000	0.175%			
Over \$500,000	0.15%			

Orion also charges an annual account maintenance fee of \$25.00 for electronic delivery of account documents or \$50.00 for paper documents.

We do not receive any portion of the commission or fees from Orion, Schwab, Matrix, NFS, strategists or underlying investments. In addition, you may incur certain charges imposed by third parties in connection with investments made through your account, including, but not limited to, mutual fund charges, third-party managers and IRA and qualified retirement plan fees. Our management fees are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each security prospectus.

Custom Programs

You may also choose to appoint DWM as the advisor of record on any account of your choice, subject to individual custodian and product restrictions. DWM may also recommend the use of Vanguard, Fidelity, TIAA-CREF and other custodial and investment platforms based on the unique needs, preferences and investment restrictions of each individual client.

Fees for WMS under this program are billed in areas based on the total value of the Account at the end of each quarterly billing period as follows:

<u>Account Assets</u>	<u>Quarterly Fee</u>
\$50,000 - \$100,000	\$75.00
\$100,000.01 - \$150,000	\$150.00
\$150,000.01 - \$250,000	\$275.00
\$250,000.01-\$500,000	\$450.00
\$500,000.01 - \$1,000,000	\$750.00
Over \$1,000,000	\$1,000.00

Fees charged for WMS are negotiable based on the type of client, the complexity of the client's situation, resources, personal preferences, the composition of the client's account (i.e., equities versus mutual funds), the relationship of the client with the investment adviser representative, and family, employer or other group relationships across multiple clients. DWM may also provide WMS on a project or hourly basis at the rate of \$300.00 per hour.

DWM believes that its annual fee is reasonable in relation to: (1) services provided and (2) the fees charged by other investment advisers offering similar services/programs. However, our annual investment advisory fee may be higher or lower than that charged by other investment advisers offering similar services/programs. In addition to our compensation, you may also incur charges imposed at the mutual fund level (e.g., advisory fees and other fund expenses).

In some cases, fees may be deducted from your account and paid directly to our firm by the qualified custodian(s) of your account or you may elect to receive an invoice of our services in lieu of a direct billing from your accounts, or a combination of both based on your needs, objectives and preferences and custodial limitations. For fees deducted from investment accounts, you will authorize the qualified custodian(s) of your account to deduct fees from your account and pay such fees directly to our firm. See *Item 15 – Custody* for more details.

You should review your account statements received from the qualified custodian(s) and verify that appropriate investment advisory fees are being deducted. The qualified custodian(s) will not verify the accuracy of the investment advisory fees deducted.

Brokerage commissions and/or transaction ticket fees charged by the qualified custodian are billed directly to you by the qualified custodian. DWM does not receive any portion of such commissions or fees from you or the qualified custodian. In addition, you may incur certain charges imposed by third parties other than DWM in connection with investments made through your account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the qualified custodian(s) of your account. Management fees charged by DWM are separate and distinct from the fees and expenses charged by investment company securities that may be recommended to you. A description of these fees and expenses are available in each investment company security's prospectus.

Other Fee Terms for Wealth Management Services

WMS Custom Program fees may be paid by submitting payment directly (for example, by check), having the fee deducted from an existing investment account (subject to custody limitations) or credit card, where appropriate.

If you elect to pay by credit card, you will provide written authorization to DWM for such a charge. If you elect to pay by automatic deduction from an existing investment account, you will provide written authorization to DWM for such charge.

You should notify DWM within ten (10) days of receipt of an invoice if you have questions about or dispute any billing entry.

To the extent DWM engages an outside professional (i.e. attorney, independent investment adviser or accountant) while providing financial planning and consulting services to you, DWM will be responsible for the payment of the fees for the services of such an outside professional, and you will not be required to reimburse DWM for such payments. To the extent that you personally engage such an outside professional, you will be responsible for the payment of the fees for the services of such an outside professional, and DWM will not be required to reimburse Client for such payments. Fees for the services of an outside professional (i.e. attorney, independent investment adviser or accountant) will be in addition to and separate from the fees charged by DWM, and you will be responsible for the payment of the fees for the services of such an outside professional. In no event will the services of an outside professional be engaged without your express approval.

All fees paid to DWM for services are separate and distinct from the commissions, fees and expenses charged by insurance companies associated with any disability insurance, life insurance and annuities subsequently acquired by you. If you sell or liquidate certain existing securities positions to acquire any insurance or annuity, you may also pay a commission and/or deferred sales charges in addition to the WMS fees paid to DWM and any commissions, fees and expenses charged by the insurance company for subsequently acquired insurance and/or annuities. DWM does not receive any portion of these fees.

All fees paid to DWM for WMS are separate and distinct from the commissions charged by a broker-dealer or asset management fees charged by an investment adviser to implement such recommendations. DWM does not receive any portion of these.

Third-Party Money Managers

DWM may recommend third-party money managers. Fees for third-party money managers are separate from those of DWM. A complete description of the third-party money manager's services, fee schedules and account minimums will be disclosed in the third-party money manager's disclosure brochure which will be provided to you prior to or at the time an agreement for services is executed and the account is established. The actual fee charged to you will vary depending on the third-party money manager. All fees are calculated

and collected by the third-party money manager. DWM does not receive any portion of the fees paid to third-party money managers.

Under these programs, you may incur additional charges including but not limited to, mutual fund sales loads, 12b-1 fees and surrender charges, and IRA and qualified retirement plan fees. DWM does not receive any of these.

There may be other third-party money managers that may be suitable for you that may be more or less costly. No guarantees can be made that your financial goals or objectives will be achieved. Further, no guarantees of performance can be offered.

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

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. *Item 6* is not applicable to this Disclosure Brochure because we do not charge or accept performance-based fees.

Item 7 – Types of Clients

DWM generally provides investment advice to the following types of clients:

- Individuals
- Trusts, estates, or charitable organizations
- Corporations or business entities other than those listed above

Minimum Investment Amounts Required

There are no minimum investment amounts or conditions required for establishing an account managed by DWM. However, all clients are required to execute an agreement for services in order to establish a client arrangement with DWM and/or the third-party money manager or the sponsor of third-party money manager platforms, or client's preferred custodian.

Third-party money managers may have minimum account and minimum fee requirements in order to participate in their programs. Each third party money manager will disclose its minimum account size and fees in its Form ADV Part 2A Disclosure Brochure.

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

Methods of Analysis

DWM generally believes that markets are largely efficient and that the logical approach for most investors is to act accordingly by employing a globally diversified asset allocation strategy focused on periodic rebalancing to maintain desired targets based on the individual circumstances, objectives and preferences of each client.

To assist clients in constructing portfolios to meet their desired target allocation, investment approach and risk tolerances, DWM may use any method of analysis at its disposal based on its usefulness and relevance to the time and circumstance. There are risks involved in using any analysis method. To conduct analysis, DWM gathers information from publicly available sources.

Investment Strategies

DWM may recommend a variety of investment strategies to its wealth management clients ranging from strategic asset allocation strategies with rebalancing based on specific time-related or threshold targets to tactical allocations with more frequent trading activity based on the client's objectives and personal preferences.

Primarily Recommend One Type of Security

DWM primarily recommends the use of mutual funds and exchange traded funds, however we may recommend any product that may be appropriate for each client relative to that client's needs, objectives and personal preferences. In some cases, DWM may recommend the use of insurance products, like variable annuities, typically to assist in reducing cost of legacy investments made based on outside recommendations or personal preference, while maintain tax deferral. DWM does not receive any payment from any product provider.

Risk of Loss

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated with investing in securities. Some of these are listed below:

- Market Risk – Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- Equity (stock) market risk – Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company, Sector and Regional. When investing individual company stock, concentrated sectors or geographical region, there is always a certain level of company, industry, or regional specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification.
- Fixed Income Risk. When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Derivative Risk. Investment strategies like options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When investing in an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment varies with the success and failure of the underlying investment strategies, research, analysis and determination of portfolio securities. If investment strategies do not produce the expected returns, the value of the investment will decrease.

- Behavioral Risk – Natural human behavioral tendencies may affect your ability to adhere to any financial planning, asset allocation and investment strategy which may result in negative impacts on desired outcomes.
- Longevity Risk – Lifespans are increasing, therefore increasing the likelihood of outliving resources.
- Uknowable Risk – There are things that happen that aren't easily explained, before or after, and that often can't be avoided, planned for, or mitigated. Once you understand this, the rest is easy.

Item 9 – Disciplinary Information

Item 9 is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

Item 10 – Other Financial Industry Activities and Affiliations

DWM is **not** and does **not** have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), another investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, an insurance company or agency, a pension consultant, a real estate broker or dealer, and a sponsor or syndicator of limited partnerships.

We are an independent registered adviser and only provide investment advisory services. We are not engaged in any other business activities and offer no other services except those described in this Disclosure Brochure.

DWM may provide advice related to insurance coverage, needs analysis and policy selection and may refer clients to third party brokers for the purchase of specific insurance coverages. DWM does not receive compensation through a commission if products are purchased through these third-party brokers and does not receive any type of referral fee from the broker.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

Code of Ethics Summary

An investment adviser is considered a fiduciary and has a fiduciary duty to all clients. DWM has established a Code of Ethics to comply with the requirements of the securities laws and regulations that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. DWM's Code of Ethics covers all individuals that are classified as "supervised persons". All employees, officers, directors and investment adviser representatives are classified as supervised persons. DWM requires its supervised persons to consistently act in your best interest in all advisory activities. DWM imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm's fiduciary responsibilities to you. The standard of conduct required is higher than ordinarily required and encountered in commercial business.

This section is intended to provide a summary description of the Code of Ethics of DWM. If you wish to review the Code of Ethics in its entirety, you should send us a written request and upon receipt of your request, we will promptly provide a copy of the Code of Ethics to you.

Affiliate and Employee Personal Securities Transactions Disclosure

DWM or associated persons of the firm may buy or sell for their personal accounts, investment products identical to those recommended to clients. This creates a potential conflict of interest. It is the express policy

of DWM that all persons associated in any manner with our firm must place clients' interests ahead of their own when implementing personal investments. DWM and its associated persons will not buy or sell securities for their personal account(s) where their decision is derived, in whole or in part, by information obtained as a result of employment or association with our firm unless the information is also available to the investing public upon reasonable inquiry.

We are now and will continue to be in compliance with applicable state and federal rules and regulations. To prevent conflicts of interest, we have developed written supervisory procedures that include personal investment and trading policies for our representatives, employees and their immediate family members (collectively, associated persons):

- Associated persons cannot prefer their own interests to that of the client.
- Associated persons cannot purchase or sell any security for their personal accounts prior to implementing transactions for client accounts.
- Associated persons cannot buy or sell securities for their personal accounts when those decisions are based on information obtained as a result of their employment, unless that information is also available to the investing public upon reasonable inquiry.
- Associated persons are prohibited from purchasing or selling securities of companies in which any client is deemed an "insider".
- Associated persons are discouraged from conducting frequent personal trading.
- Associated persons are generally prohibited from serving as board members of publicly traded companies unless an exception has been granted to the Chief Compliance Officer of DWM.

Any associated person not observing our policies is subject to sanctions up to and including termination.

Item 12 – Brokerage Practices

Clients are under no obligation to act on the recommendations of DWM and are free to select any, custodian, broker/dealer or investment advisor they choose to implement recommendations. Clients are not *required* to work with us. While we do not allow directed brokerage, we must still use reasonable diligence to make certain that best execution is obtained for clients when implementing any transactions. Best execution does not necessarily mean that clients receive the lowest possible commission costs but rather that the qualitative execution is best. In other words, all conditions surrounding the transaction execution is in the best interests of clients. When considering best execution, we look at a number of factors besides prices and rates including, but not limited to:

- Execution capabilities (e.g., market expertise, ease/reliability/timeliness of execution, responsiveness, integration with existing systems of the advisor, ease of monitoring investments)
- Products and services offered (e.g., investment programs, back office services, technology, regulatory compliance assistance, research and analytic services)
- Financial strength, stability and responsibility
- Reputation and integrity
- Ability to maintain confidentiality

We exercise reasonable due diligence to make certain that best execution is obtained for all clients when implementing any transaction by considering the back-office services, technology and pricing of services offered by their selected broker/dealer, custodian and/or investment advisor.

Soft Dollar Benefits

An investment adviser may receive soft dollar benefits from a qualified custodian when the investment adviser receives research or other products and services in exchange for client securities transactions or

maintaining an account balance with the qualified custodian. DWM does not have a soft dollar agreement with a broker-dealer, qualified custodian or a third-party.

Handling Trade Errors

DWM has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of DWM to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client is responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client is made whole and any loss resulting from the trade error is absorbed by DWM if the error is caused by DWM. If the error is caused by the broker-dealer, the broker-dealer is responsible for handling the trade error. If an investment gain results from the correcting trade, the gain remains in the client's account unless the same error involved other client account(s) that should also receive the gains. It is not permissible for all clients to retain the gain. DWM may also confer with a client to determine if the client should forego the gain (e.g., due to tax reasons). DWM will never benefit or profit from trade errors.

Block Trading Policy

We may elect to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used by our firm when DWM believes such action may prove advantageous to clients. If and when we aggregate client orders, allocating securities among client accounts is done on a fair and equitable basis. Typically, the process of aggregating client orders is done to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently.

DWM uses the pro rata allocation method for transaction allocation.

Under this procedure, pro rata trade allocation means an allocation of the trade at issue among applicable advisory clients in amounts that are proportional to the participating advisory client's intended investable assets. DWM will calculate the pro rata share of each transaction included in a block order and assigns the appropriate number of shares of each allocated transaction executed for the client's account.

If and when we determine to aggregate client orders for the purchase or sale of securities, including securities in which DWM or our associated persons may invest, we will do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc.* Neither we nor our associated persons receive any additional compensation as a result of block trades.

Agency Cross Transactions

Our associated persons are prohibited from engaging in agency cross transactions, meaning we cannot act as brokers for both the sale and purchase of a single security between two different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

Item 13 – Review of Accounts

Account Reviews and Reviewers

Accounts are reviewed at least annually. While the calendar is the main triggering factor, reviews can also be conducted at your request. Account reviews will include investment strategy and objectives review and making a change if strategy and objectives have changed. Reviews are conducted by Mark J. Demma or Christopher T. Demma, with reviews performed in accordance with your needs, objectives and personal preferences.

Statements and Reports

For our wealth management services, you are provided with transaction confirmation notices and regular quarterly account statements directly from the qualified custodian. Additionally, DWM may provide position or performance reports to you via online portal or via mail at your request. Whether reports by a third-party platform or money manager are provided to you will depend upon the third-party.

You are encouraged to always compare any reports or statements provided by us, a sub-adviser or third-party money manager against the account statements delivered from the qualified custodian. When you have questions about your account statement, you should contact our firm and the qualified custodian preparing the statement.

Item 14 – Client Referrals and Other Compensation

DWM does not directly or indirectly compensate any person for client referrals.

The only compensation received is the fee charged for providing WMS as described in *Item 5* of this Disclosure Brochure. DWM receives no other forms of compensation in connection with providing investment advice.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

DWM is deemed to have custody of client funds and securities whenever DWM is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody DWM will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which DWM is deemed to have custody, we have established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from DWM. When clients have questions about their account statements, they should contact DWM or the qualified custodian preparing the statement.

Fees are deducted from investment accounts by the custodian as directed by DWM pursuant to the executed client agreement. An accounting of fees is provided via statements provided by the custodian. Additional accounting, summary of fees and calculation methods are provided upon request by DWM.

Item 16 – Investment Discretion

When providing wealth management services, DWM may maintain trading authorization over your Account authorization on a **non-discretionary** basis, we will be required to contact you prior to implementing changes in your account. Therefore, you will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, we will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If we are not able to reach you or you are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

Item 17 – Voting Client Securities

DWM does not vote proxies on behalf of Clients.

Item 18 – Financial Information

DWM does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for the most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, DWM has not been the subject of a bankruptcy petition at any time.

Item 19 – Requirements for State-Registered Advisers

Executive Officer and Management Personnel

Mark J. Demma

Post-Secondary Educational Background:

University of Richmond, Bachelor's in Business Administration - Finance: 1998

Business Background:

Demma Wealth Management, LLC, Managing Director, 08/2009 to Present, Investment Advisor Representative, 01/2015 to Present;
Securities America, Inc., Registered Representative, 01/2009 to 12/2015
Securities America Advisors, Inc., Investment Advisor Representative, 01/2009 to 07/2014
Brecek & Young Advisors, Inc., VP, Midwest Operations/Branch Manager, 03/2001 to 01/2009

Other Business Activities

Musician

No Performance Based Fees

As previously disclosed in *Item 6*, DWM does not charge or accept performance-based fees.

No Arbitrations

DWM or any of its associated persons have not been the subject of any client arbitrations or similar legal disputes.

Business Continuity Plan

DWM has a business continuity and contingency plan in place designed to respond to significant business disruptions. These disruptions can be both internal and external. Internal disruptions may impact our ability to communicate and do business, such as internal systems and communications outages. External disruptions will prevent the operation of the securities markets or the operations of a number of firms, such as earthquakes, wildfires, hurricanes, terrorist attack or other wide-scale, regional disruptions.

Our continuity and contingency plan has been developed to safeguard employees' lives and firm property, to allow a method of making financial and operational assessments, to quickly recover and resume business operations, to protect books and records, and to allow clients to continue transacting business.

The plan includes the following:

- Alternate locations to conduct business;
- Hard and electronic back-ups of records;
- Alternative means of communications with employees, clients, critical business constituents and regulators; and
- Details on the firms' employee succession plan

Our business continuity and contingency plan is reviewed and updated on a regular basis to ensure that the policies in place are sufficient and operational.

Customer Privacy Policy Notice

In November of 1999, Congress enacted the Gramm-Leach-Bliley Act (GLBA). The GLBA requires certain financial institutions, such as investment advisor firms, to protect the privacy of client information. In situations where a financial institution does disclose client information to nonaffiliated third parties, other than permitted or required by law, clients must be given the opportunity to opt out or prevent such disclosure. DWM does not share or disclose client information to nonaffiliated third parties except as permitted or required by law.

DWM is committed to safeguarding the confidential information of its clients. DWM holds all personal information provided by clients in the strictest confidence and it is the objective of DWM to protect the privacy of all clients. Except as permitted or required by law, DWM does not share confidential information about clients with nonaffiliated parties. In the event that there were to be a change in this policy, DWM will provide clients with written notice and clients will be provided an opportunity to direct DWM as to whether such disclosure is permissible.

To conduct regular business, DWM may collect personal information from sources such as:

- Information reported by the client on applications or other forms the client provides to DWM
- Information about the client's transactions implemented by DWM or others
- Information developed as part of financial plans, analyses or investment advisory services

To administer, manage, service, and provide related services for client accounts, it is necessary for DWM to provide access to client information within the firm and to nonaffiliated companies with whom DWM has entered into agreements with. To provide the utmost service, DWM may disclose the information below regarding clients and former clients as necessary, to companies to perform certain services on DWM's behalf.

- Information DWM receives from the client on applications (name, social security number, address, assets, etc.)
- Information about the client's transactions with DWM or others (account information, payment history, parties to transactions, etc.)
- Information concerning investment advisory account transactions
- Information about a client's financial products and services transaction with DWM

Since DWM shares nonpublic information solely to service client accounts, DWM does not disclose any nonpublic personal information about DWM's clients or former clients to anyone, except as permitted by law. However, DWM may also provide client information outside of the firm as required by law, such as to government entities, consumer reporting agencies or other third parties in response to subpoenas. In the event that DWM has a change to its client privacy policy that would allow it to disclose non-public information not covered under applicable law, DWM will allow its clients the opportunity to opt out of such disclosure.

FORM ADV PART 2B BROCHURE SUPPLEMENT – Mark J. Demma

Item 1 – Cover Page

Mark J. Demma
DWM, LLC
261 Regency Ridge Drive
Dayton, Ohio 45459
513-624-0075
www.demmanovak.com

Date of Supplement: July 2024

This brochure supplement provides information about Mark J. Demma that supplements the Demma Wealth Management, LLC (“DWM”) disclosure brochure. You should have received a copy of that brochure. Please contact Mark J. Demma at 513-624-0075 or at mark@demmanovak.com if you did not receive DWM’s brochure or if you have any questions about the contents of this supplement.

Additional information about Mark J. Demma is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Mark J. Demma

Born 1975, CRD # 2902379

Post-Secondary Educational Background:

University of Richmond, Bachelor's in Business Administration - Finance: 1998

Business Background:

Demma Wealth Management, LLC Managing Member, 08/2009 to Present, Investment Advisor Representative, 01/2015 to Present;
Securities America, Inc., Registered Representative, 01/2009 to 12/2015;
Securities America Advisors, Inc., Investment Advisor Representative, 01/2009 to 12/2015;
Brecek & Young Advisors, Inc., VP, Midwest Operations/Branch Manager, 03/2001 to 01/2009

Item 3 – Disciplinary Information

Mark J. Demma has no legal or disciplinary events to report.

Item 4 – Other Business Activities

Musician

Item 5 – Additional Compensation

None.

Item 6 – Supervision

Mark J. Demma is the Chief Compliance Officer of DWM. He is responsible for overseeing and enforcing the firm’s compliance programs that have been established to monitor and supervise the activities and services provided by the firm and its representatives. Mark J. Demma can be contacted at 513-624-0075.

Item 7 – Requirements for State-Registered Advisers

Mark J. Demma has not been involved in an arbitration award and has not been found liable in an arbitration claim alleging damages in excess of \$2,500. He has not been involved in any award or found liable in any civil, self-regulatory organization, or administrative proceeding. Additionally, he has not been the subject of a bankruptcy petition.

FORM ADV PART 2B BROCHURE SUPPLEMENT - Christopher T. Demma

Item 1 – Cover Page

Christopher T. Demma
Demma Wealth Management, LLC
261 Regency Ridge Drive
Dayton, Ohio 45459
513-624-0075
www.demmanovak.com

Date of Supplement: July 2024

This brochure supplement provides information about Christopher T. Demma that supplements the Demma Wealth Management, LLC (“DWM”) disclosure brochure. You should have received a copy of that brochure. Please contact Mark J. Demma at 513-624-0075 or at mark@demmanovak.com if you did not receive DWM’s brochure or if you have any questions about the contents of this supplement. Additional information about Christopher T. Demma is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Christopher T. Demma

Born 1984, CRD # 5091726

Post-Secondary Educational Background:

Wright State University, Bachelor's in Business - Financial Services: 2008

Business Background:

Demma Wealth Management, LLC, Investment Advisor Representative, 1/2015 to Present;
Securities America, Inc., Registered Representative, 01/2009 to 12/2015
Brecek & Young Advisors, Inc., Registered Representative, 06/2006 to 01/2009

Item 3 – Disciplinary Information

Christopher T. Demma has no legal or disciplinary events to report.

Item 4 – Other Business Activities

None.

Item 5 – Additional Compensation

None.

Item 6 – Supervision

Mark J. Demma is the Chief Compliance Officer of DWM. He is responsible for overseeing and enforcing the firm’s compliance programs that have been established to monitor and supervise the activities and services provided by the firm and its representatives, including Christopher T. Demma. Mark J. Demma can be contacted at 513-624-0075.

Item 7 – Requirements for State-Registered Advisers

Christopher T. Demma has not been involved in an arbitration award and has not been found liable in an arbitration claim alleging damages in excess of \$2,500. He has not been involved in any award or found liable in any civil, self-regulatory organization, or administrative proceeding. Additionally, he has not been the subject of a bankruptcy petition.