

Company Brochure - ADV Part 2A

Item 1 – Cover Page

Bionic Capital LLC

11620 Wilshire Blvd. – Suite 900

Los Angeles, CA 90025

(310) 734-8500

www.bioniccapiatal.com

dba Bionic Wealth Management - www.bionicwm.com

dba Bionic Financial - www.bionicfinancial.com

July 22, 2017

This Brochure provides information about the qualifications and business practices of Bionic Capital LLC [“Bionic Capital”]. If you have any questions about the contents of this Brochure, please contact us at 310-734-8500 or info@bioniccapiatal.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Bionic Capital is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Bionic Capital is available on the SEC’s website at www.adviserinfo.sec.gov. Search by firm "Bionic Capital" or by firm CRD number 150240.

Item 2 – Material Changes

Bionic Capital LLC now offers an automated wealth advisor solution, sometimes called a "robo-advisor," under its Bionic Wealth Management banner (www.bionicwm.com). By incorporating advanced, software technology tightly integrated with our main custodian, TD AMERITRADE Institutional, with human experience and decision-making abilities, Bionic Wealth Management strives to enhance the typical "robo" model.

We continue to conduct our business throughout the United States and to maintain our company office in Los Angeles, CA. We have also recently registered our firm with the state of Colorado.

Pursuant to SEC Rules, Bionic Capital ensures that you will receive our current Brochure, including a summary of any material changes to this and subsequent Brochures, within 120 days of the close of our business' fiscal year.

We will provide you with a new Brochure as necessary based on material changes or new information, at any time, without charge. Our Brochure may be requested by contacting Dean Erickson, CFA, Manager and CEO, at 310-734-8500 or dean@bioniccapiatal.com and is available on our web site at www.bioniccapiatal.com.

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

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Item 4 – Advisory Business

Bionic Capital serves the investment and wealth management needs of individuals, families, foundations, endowments and other institutions. Currently, the firm provides investment advisory services primarily to non-institutional clients. Founded, owned and managed by Dean Erickson, CFA, Bionic Capital has been in business since July, 2009.

Bionic Capital advises on and manages public markets investments including stocks, bonds, exchange-trade funds [“ETFs”], and mutual funds. We do not currently advise on nor do we offer private investments, including third-party hedge funds. We manage client assets on a discretionary basis only. Each investment management solution, including diversification and asset allocation profile, is tailored to the specific client based upon their needs, goals, time horizons, and risk tolerances. Because of these and other factors, client portfolios may differ from one another and may differ substantially. Although we serve as a wealth management and problem-solving resource for every client, we do not hold ourselves out as financial planners.

We also consider non-investment-related factors in determining client solutions, including existing unrealized gains, tax brackets, and client preferences, among many others. Clients may impose restrictions upon the types of securities held in their portfolios.

Our automated wealth advisor solution, offered under our Bionic Wealth Management banner (www.bionicwmm.com), combines advanced software technology with human experience and decision-making abilities to create an efficient, long-term, fully managed investing solution. Based upon each client's specific needs, goals, time horizons, and risk tolerances, an asset allocation profile will be determined. Per the client's allocation profile, their portfolios are then invested in portfolios consisting of equity, fixed income and alternative asset classes based on macroeconomic, political and market conditions. Securities within asset classes are changed as necessary, and allocations to each asset class may be adjusted as market conditions warrant.

Bionic Capital will explain the fee structure, account minimums, risks and potential benefits of investing to each client, and supply each client with this Brochure and any applicable third-party and other disclosures. There is no guarantee that any investment portfolio will be successful and clients may lose money.

As of July 22, 2017, Bionic Capital managed approximately \$15 million in client assets, all on a discretionary basis.

Item 5 – Fees and Compensation

Advisory fees and minimum account sizes are subject to negotiation. Bionic Capital’s standard non-institutional advisory fee is 1.00%/year based on managed assets, although rates are normally lower for accounts with over \$500,000 in assets. We are compensated for investment advisory services through a management fee calculated as a percentage of assets under management for each client portfolio. Typically, fees are deducted directly from client accounts, based on custodian capabilities and client approvals, each month, in arrears.

Pursuant to Colorado law, Bionic Capital is deemed to have constructive custody due to its ability to withdraw management fees directly from client accounts. To avoid physical custody, Bionic Capital receives written authorization to withdraw fees from each client, its custodian sends client statements showing fee deductions at least as often as we charge fees, and we send Colorado-based clients fee invoices at or prior to the time of fee deductions.

Fee calculations are made as follows: $(\text{yearly percentage fee} \times \# \text{ of days in month} / 365) \times \text{month-end net asset value (total value less any margin borrowings)} = \text{monthly advisory fee}$

Example: $(1.00\% \times 31 / 365) \times \$450,000 = \$382.19 / \text{monthly fee}$

We make every effort to charge advisory fees fairly. Fees are typically charged on month-end net asset values per account. Accounts initiated during a calendar month will be charged a prorated fee based on the number of days of service. It is the client's responsibility to confirm that any fees charged are correct.

For Bionic Wealth Management clients utilizing our automated wealth advisor solution, the fees are as follows:

\$0 to \$1,000,000 - .65%/yr.
\$1,000,000+ - .50%/yr.

Bionic Capital’s non-institutional minimum account size is \$100,000, which is negotiable.

No fees will be charged before service is rendered, so no refunds will be available. An advisory contract may be terminated either by the client or by Bionic Capital with thirty days written notice (physical or electronic). Lower fees for comparable services may be available from other sources.

Bionic Capital’s advisory fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client. Although Bionic Capital makes every effort to minimize client expenses, clients may incur certain charges imposed by custodians, brokers, and other third parties, such as fees charged by managers, custodial fees,

deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Bionic Capital's fee, and Bionic Capital shall not receive any portion of these commissions, fees, and costs.

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

Bionic Capital does not currently charge nor accept performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Bionic Capital may provide portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, private investment funds, trust programs, sovereign funds, foreign funds such as UCITs and SICAVs, and other U.S. and international institutions.

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

Investing in securities involves risk of loss that clients should be prepared to bear.

In making discretionary investment decisions, Bionic Capital uses a variety of publicly available investment research and informational resources. Resources include those from Morningstar®, Standard and Poors, Thomson Reuters, Argus, Jaywalk, First Call, TheStreet.com and other nationally known providers, as well as CNBC, Bloomberg, Barron's, Wall Street Journal, Yahoo Finance and Google Finance, among others. Fundamental valuations and technical analysis may be considered in buying and selling investments. Portfolio allocation and rebalancing tools from our custodian, TD AMERITRADE Institutional, and other third-parties may be used to help maintain appropriate diversification and risk levels for clients, but Bionic Capital does not attempt to meet strict exposure levels to every asset class or geography or to replicate the returns of any particular index.

Depending upon a client's risk profile and preferences, equity and index options, merger investing, inverse or leveraged ETFs, and alternative strategies may be utilized in an attempt to add portfolio returns while managing risk.

Risk Disclosures: Bionic Capital makes every attempt to suit an investment strategy to the

needs and desires of the client and to ensure its appropriateness, but each client is responsible for understanding the risks of the various securities and products that may be utilized. Prospective clients should list in writing specific securities and products they wish NOT to be utilized in their investment portfolios prior to entering into an advisory contract.

Due to the risks inherent in options investing, prospective clients of any options strategy must read "Characteristics and Risks of Standardized Options," and its updated disclosures, copies of which are available through our website, www.bioniccapi.com, and through your investment advisor representative.

Merger investing involves investing in company takeover targets prior to or after a merger announcement and is not suitable for most investors. Merger investing can be complex and involve significant and varied risks. Large investments losses may occur.

Alternative strategies may include long/short strategies, managed futures, and commodities investing and are not suitable for all investors. An alternative strategy may not achieve its desired purpose and can lose money.

Shorting strategies are subject to a number of risks and are not suitable for all investors. Short selling involves increased risks and costs, and you may lose more than the amount you invest.

The general risks of ETF investing and the specific risks of leveraged and inverse ETFs should be understood before a prospective client enters into an advisory contract. **Inverse and leveraged ETFs are not suitable for all investors. These ETFs should be utilized only by investors who (a) understand the risks associated with the use of leverage, (b) understand the consequences of seeking daily leveraged investment results, and (c) understand the risks of shorting.** The more an ETF invests in leveraged instruments, the more the leverage will magnify any gains or losses on those investments. Inverse ETFs involve certain risks, which include increased volatility due to the ETFs' possible use of short sales of securities and derivatives, such as options and futures. The ETFs' use of derivatives, such as futures, options and swap agreements, may expose the ETF' shareholders to additional risks that they would not be subject to if they invested directly in the securities underlying those derivatives. Leveraged and inverse ETFs seek to provide investment results that match the performance of a specific benchmark, before fees and expenses, on a daily basis. Because these ETFs seek to track the performance of their benchmark on a daily basis, mathematical compounding, especially with respect to those Funds that use leverage as part of their investment strategy, may prevent a fund from correlating with the monthly, quarterly, annual or other period performance of its benchmark. **Due to the compounding of daily returns, leveraged and inverse ETFs' returns over periods other than one day will likely differ in amount and possibly direction from the benchmark return for the same period.** For those ETFs that consistently apply leverage, the value of the ETF's shares will tend to increase or decrease more than the value of any increase or decrease in its benchmark index. These ETFs generally rebalance their portfolios on a daily basis, increasing exposure in

response to that day's gains or reducing exposure in response to that day's losses. Daily rebalancing will impair an ETF's performance if the benchmark experiences volatility.

Item 9 – Disciplinary Information

Bionic Capital has no legal or disciplinary events to disclose that would be material to your evaluation of Bionic Capital or the integrity of Bionic Capital's management.

Item 10 – Other Financial Industry Activities and Affiliations

In addition to being owner and managing member of Bionic Capital LLC, Dean Erickson is licensed as an insurance agent in California and Maine and may, in the future, use the website www.bionicinsurance.com to market insurance services. He does not currently solicit insurance business and believes this businesses is de minimus and unrelated to Bionic Capital. However, if a Bionic Capital advisory client becomes interested in purchasing insurance or annuity products, a conflict of interest will arise. In such a case, if requested, Mr. Erickson will review available options, including no-load products, in an effort to offer the most appropriate product. Advisory clients have the right to purchase insurance and annuity products from any source of their choosing or to do not purchase such products. Any fees from insurance services will not affect client advisory fees and expenses while doing business with Bionic Capital.

Mr. Erickson also owns Bionic Ventures LLC, which currently operates under fictitious business names, AbStar Fitness, Noveltiez and Startup Domains. Bionic Ventures LLC was created to market unique, cost-effective and versatile fitness products as well as sell domain names and novelty creations and may also operate other lawful businesses. These businesses are managed outside of normal stock market hours, and Mr. Erickson believes any impact of Bionic Ventures LLC upon clients of Bionic Capital LLC is negligible.

Bionic Capital LLC and Bionic Ventures LLC are separate and distinct companies, sharing only the same ownership. Mr. Erickson believes there are no conflicts nor will there be, but he will continue to disclose any conflicts for the benefit of Bionic Capital LLC clients and prospective clients.

Item 11 – Code of Ethics

Bionic Capital has adopted the CFA Institute's Code of Ethics and Standards of Professional Conduct ["the Code of Ethics"] for all of its current and future employees, regardless of whether they possess a CFA charter. Bionic Capital claims compliance with the CFA Institute Code of Ethics and Standards of Professional Conduct. This claim has not been verified by CFA Institute.

Company employees must:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets.
- Place the integrity of the investment profession and the interests of clients above their own personal interests.
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities.
- Practice and encourage others to practice in a professional and ethical manner that will reflect credit on us and the profession.
- Promote the integrity of, and uphold the rules governing, capital markets.
- Maintain and improve their professional competence and strive to maintain and improve the competence of other investment professionals.

A copy of the Code of Ethics will be made available to any client or prospect upon request and is available through the company's website, www.bioniccapi.com, and through the CFA Institute's website, <http://www.cfainstitute.org/ethics/codes/Pages/index.aspx>.

By law, Bionic Capital is a fiduciary and must act in the best interest of its clients. At times, Bionic Capital may purchase or sell for client accounts securities in which Bionic Capital, its affiliates, supervised persons and/or clients, directly or indirectly, have a position of interest. Subject to satisfying the Code of Ethics and applicable laws, officers, directors, employees and all supervised persons of Bionic Capital and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Bionic Capital's clients. Despite the company's best efforts, there is a possibility that such persons and affiliates might benefit from market activity by a client in a security held by an employee. Trading is continually monitored to reasonably prevent conflicts of interest between Bionic Capital and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with Bionic Capital's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. Bionic Capital will retain records of the trade order (specifying each participating account) and its allocation. Completed orders will be allocated as specified, per custodial requirements. Partially filled orders will be allocated on a pro rata basis, if cost practicable.

Bionic Capital makes every effort to aggregate trade positions when possible and allocate trades fairly to its clients. Because Bionic Capital may utilize multiple custodians, trading platforms, and strategies, there is no guarantee that every client will receive the same price for their securities.

All supervised persons at Bionic Capital must acknowledge the terms of the Code of Ethics annually, or as amended.

Item 12 – Brokerage Practices

Soft dollars are considered benefits provided to an investment firm (Bionic Capital) by a custodian or broker-dealer from commissions or fees received by that custodian for client accounts or funds managed by the investment firm. Bionic Capital receives no direct soft dollar payments from any provider.

However, it does receive economic benefits from its choice of custodian(s) due to receiving trading and asset allocation technology, brokerage services, and economic and securities research, among other benefits, in exchange for placing client accounts with the custodian. At least once annually, Bionic Capital reviews its choice of custodian(s) and the benefits it receives and attempts to determine the costs and benefits to its clients.

We review our custodians and their brokerage services in an effort to ensure fairness and best practices, including those for trading and order routing, for our clients. Before accounts are opened, clients receive a disclosure from their custodian that explains these practices.

Bionic Capital makes every effort to select financially strong, cost competitive custodians and brokers that offer a wide range of valuable services to our clients and currently utilizes the services of TD AMERITRADE Institutional. We believe our choices of all third-party providers have been made in the best interests of our clients.

Item 13 – Review of Accounts

Investment accounts are normally reviewed each business day by Dean Erickson, CFA, the company's CEO and Chief Investment Officer. Market opportunities and risk exposures are assessed. Changes in investments may be triggered by material market, economic or political events and other factors, or by changes in a client's financial situation. Clients are solely responsible for alerting their investment advisor representative to changes in their financial situation. Client reviews are available on an as-requested basis, typically occurring once per year, and may be conducted by email, phone, Skype or other video platforms. Client reviews are conducted by Mr. Erickson or the client's investment advisor representative.

Clients generally receive monthly statements listing all securities positions, current market values and monthly account activity from their custodian. Clients also receive online account access to facilitate their review of positions, valuations and activity.

Item 14 – Client Referrals and Other Compensation

Bionic Capital does not pay and does not receive revenue for client referrals.

Item 15 – Custody

Bionic Capital handles no client cash, checks or securities and is not deemed to have physical custody of client assets. Clients currently receive statements directly from the third-party broker dealer, bank or other qualified custodian that holds and maintains clients' investment assets.

By Colorado law, Bionic Capital is deemed to have constructive custody due to its ability to withdraw fees directly from client accounts. Refer to Item 5 for more information.

Item 16 – Investment Discretion

Bionic Capital requires discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Bionic Capital observes the investment policies, limitations and restrictions of the clients it advises. Investment guidelines and restrictions must be provided to Bionic Capital in writing.

Item 17 – Voting Client Securities

As a matter of firm policy and practice, Bionic Capital does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Bionic Capital may provide advice to clients regarding the clients' voting of proxies, if requested, but is under no obligation to do so.

Item 18 – Financial Information

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

Item 19 – Requirements for State-Registered Advisers

Dean Erickson, CFA, is Managing Member, CEO, Chief Investment Officer, and Chief Compliance Officer of Bionic Capital and is responsible for firm management and compliance, investment advice and portfolio management. Born in 1958, he is a 1982 graduate of Brown University with a degree in mathematical-economics. He attained the Chartered Financial Analyst designation in 1987. He began his career at Miller Tabak & Company in New York City as an options trader and arbitrageur, before managing a merger arbitrage portfolio for the same firm. Subsequently, he worked at Moseley Securities in their high yield bond department and at Bear Stearns where he assisted a hedge fund portfolio manager. For more than fifteen years, he was a private investor, not associated with any investment firm. More recently, he was a financial advisor at UBS Financial Services, LLC from 2006 to 2008 and an independent financial advisor with Erickson Capital. He founded Bionic Capital LLC in 2009.

CFA Charter Financial Advisor Statement for SEC Form ADV

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charterholders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit www.cfainstitute.org.