Item 1 – Cover Page

Brochure

Legacy Capital Wealth Management, LLC

1725 Hughes Landing Blvd., Suite 830
The Woodlands, Texas 77380
(281) 595-1996

September 24, 2024

This Brochure provides information about the qualifications and business practices of Legacy Capital Wealth Management LLC ("Legacy Capital," "us," "we" or "our"). When we use the words "you," "your" and "client" we are referring to you as our client or our prospective client. We use the term "supervised person" when referring to our officers, employees, and all individuals providing investment advice on behalf of Legacy Capital. If you have any questions about the contents of this Brochure, please contact us at (281) 595-1996. 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.

Legacy Capital is a registered investment adviser. The registration of an investment adviser does not imply any level of skill or training. The oral and written communications made to you by Legacy Capital, including the information contained in this Brochure, should provide you with information to determine whether to hire or retain Legacy Capital as your adviser.

Additional information about Legacy Capital also is available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated or registered with, and or required to be registered, as investment adviser representatives of Legacy Capital.

Item 2 - Material Changes

Please note that all of the “material changes” made to this Brochure as of the date of this Brochure, and since our last delivery or posting of the Brochure on the SEC’s public disclosure website (“IAPD”) www.adviserinfo.sec.gov, are set forth below:

- Item 4 – Advisory Business – Additional Investment Products have been added and Assets Under Management has been amended.
- Item 19 – Other Information - Business Continuity Plan was included to provide you with a summary of our Business Continuity Plan.

In addition to the material changes set forth above, additional changes reflected in this version of this Brochure include a number of minor editorial changes and the updated information on our assets under management.

Currently, our Brochure may be requested by contacting Crystal Prachyl, Chief Compliance Officer at (281) 595-1996.

.

Item 3 -Table of Contents

Item 4 – Advisory Business

Ownership
Legacy Capital is located in The Woodlands, Texas. The Business was established in November of 2022. The Principal Owners of Legacy Capital are Crystal Prachyl and Marquis C. Hammett III.

Services Offered
Legacy Capital offers the following advisory services:

- Portfolio management services for individuals and/or small businesses
- Pension consulting services

Investment Products
Legacy Capital may offer advice on the following investment products:

- Equity securities (exchange-listed, over the counter, foreign issuers)
- Warrants
- Corporate debt securities
- Certificates of deposits
- Municipal securities
- Investment Company Securities (mutual fund shares)
- Option contracts on securities
- Variable life insurance

This selection of specific securities will provide proper diversification and help to meet the client’s stated investment objectives, although you may impose restrictions on us with respect to investing in certain securities or types and classes of securities.

Assets Under Management
As of September 15, 2024, Legacy Capital manages $181,484,599 in client assets on a discretionary basis.

Wrap Programs
Legacy Capital does not participate in any wrap fee programs.

Overview of Services Offered
We provide advisory services by providing discretionary investment advisory and consulting services. Investment advice and portfolio management services are provided on a continuing basis including the appropriate allocation of managed assets among cash, stocks, mutual funds and bonds. This selection of specific securities will provide proper diversification and help to meet the client’s stated investment objectives, although you may impose restrictions on us with

respect to investing in certain securities or types and classes of securities. These portfolio management services include the following services:

Portfolio Management Services

Legacy Capital manages client investment portfolios on a discretionary and non-discretionary basis. In addition, we provide clients with portfolio management services that include a broad range of comprehensive financial planning services in addition to the discretionary management of investment portfolios. Legacy Capital tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. We consult with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios.

Clients are advised to promptly notify us if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if we determine, in our sole discretion, the conditions will not materially impact the performance of a management strategy or prove overly burdensome to our management efforts.

Wealth Management Services Program:

Our wealth management services comprise financial planning services. Our services are comprehensive, covering substantially all aspects of your personal financial situation and, importantly, take into consideration the complex interactions of the many areas involved. A thorough understanding of your total assets and obligations and income and expenses is integral to the advice and services we provide.

Third-Party Investment Advisors Services

Legacy Capital will use the services of third-party investment advisors as sub-advisors. If we choose this option, we will select a third-party investment advisor whose style and talent best fit your individual needs and objectives. Your agreement with us gives us the authority to hire or fire these managers on your behalf. Once a third-party investment advisor is selected, we will continue to monitor their performance. If our services to you include the use of these third-party investment advisors, you will typically sign an agreement with them in addition to the advisory agreement you will sign with Legacy Capital. If you are interested in learning more about any of these third-party investment advisors and their services, a complete description of their programs, services, fees, payment structure and termination features are found in their service disclosure brochures, investment advisory contracts, and account opening documents. Our advisory responsibility is to select and monitor any third-party investment advisor that provides services to us. Factors that we consider in their selection may include:

- Their size.
- How long they have been in business.
- The experience level and turnover of their portfolio managers.
- A review of their historical performance and risk measurements.

- A review of their disclosure documents.

In deciding to use a third-party investment adviser to manage your assets, we consider your risk tolerance, goals, objectives, time horizons, and general financial situation. We also consider your level of investment experience and the assets you have available for investment. If you were to go to these third-party investment advisors on your own, the fees they charge you may be more or less than going through us. However, when using their services directly, you will not receive our expertise in developing an investment strategy, selecting the third-party investment advisors to use, monitoring the performance of your account, and changing third-party investment advisors if needed.

Retirement Accounts – DOL Disclosure

We are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974 ("ERISA") and/or the Internal Revenue Code ("Code"), as applicable, when we provide investment advice regarding portfolio assets held in an IRA, Roth IRA, Archer Medical Savings Account, a Plan covered by ERISA, or a plan described in Section 4975(e)(1)(A) of the Code (collectively referred to collectively sometimes herein as ("Retirement Accounts").

To ensure that Legacy Capital will adhere to fiduciary norms and basic standards of fair dealing with respect to Retirement Accounts, we are required to give advice that is in the "best interest" of the retirement client. The best interest standard has two chief components, prudence and loyalty. Under the prudence standard, the advice must meet a professional standard of care and under the loyalty standard, our advice must be based on the interests of our retirement clients, rather than the potential competing financial interest of Legacy Capital.

To address the conflicts of interest with respect to our compensation, we are required to act in your best interest and not put our interest ahead of yours. To this end, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice).
- Never put our financial interests ahead of yours when making recommendations (give loyal advice).
- Avoid misleading statements about conflicts of interest, fees, and investments.
- Follow policies and procedures designed to ensure that we give advice that is in your best interest.
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Education

All personnel of Legacy Capital are expected to have education and business backgrounds that enable them to perform their respective responsibilities effectively. In assigning responsibilities, we consider academic background (including studies in college and graduate schools, as well as degrees earned), industry training, licenses and certifications. Work experience in a related field, such as investments, commodities, insurance, banking or accounting, is also considered. No formal, specific standards have been set, but appropriate education and experience are required. See ADV Form Part 2B for additional information regarding our investment professionals.

Item 5 – Fees and Compensation

Type of Compensation

Based on the investment services provided, Legacy Capital is generally compensated by a percentage of assets under management.

Each of our representatives negotiates fees directly with you. Such fees are dependent on various factors, including but not limited to, the account/household size, the specific type of service that you engage us for, the securities utilized, and the investment strategy employed. You will be charged a certain percentage of assets under management but, in no event will our fees exceed 1.50% on an annualized basis. All fees are subject to negotiation. The amounts and specific manner in which fees are charged is negotiated and memorialized in Legacy Capital's contract with our clients, and we generally bill our fees on a quarterly basis, in advance. The valuation of securities and other instruments are generally determined by their last reported sale price on the principal market in which they are traded, if traded on a market for which transaction prices are publicly reported. Otherwise, other readily marketable securities and instruments are valued by using a pricing service or by Legacy Capital determining a fair market value. Although many fees are individually negotiated, some common fees are included on our fee schedule for your review and described further below:

Fee Schedule		
Fee Type	Fee Cost	When Charged
Advisory Fees	Computed as a percentage of the average gross assets under management in the account for the previous quarter including any margin debt in the account. 0.1% to 1.5% of the client portfolio assets under management. Advisory Fees are negotiable.	Quarterly, in advance
Mutual Funds	To the extent mutual funds are selected to fill components of the overall investment strategy, the advisory fee and performance fee does not include the customary fees and expenses associated with investing in mutual funds or other costs of establishing and maintaining an	Fees may vary from client to client due to the particular circumstances of the client, additional or differing levels of

	account with mutual funds including Rule 12b-1 fees and expenses. Clients are advised that in addition to Legacy Capital's annual advisory fee, the mutual funds pay an advisory fee to the funds' portfolio managers.	servicing, or as otherwise contractually agreed upon with specific clients.

Clients generally authorize us to directly debit fees from their accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts.

All fees are subject to negotiation.

Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

The fees for these services are detailed in the Investment Management Consulting Agreement which is ultimately executed by the client.

Valuation

The valuation of securities and other instruments are generally determined by their last reported sale price on the principal market in which they are traded, if traded on a market for which transaction prices are publicly reported. Otherwise, other readily marketable securities and instruments are valued by using a pricing service or by other equitable means consistent with the fiduciary duty of the money manager to determine a fair market value.

Transaction Costs

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. See also "*Brokerage Practices and Referral Arrangements and Other Compensation*" for a description of additional compensation received by Legacy Capital and for a description of factors that Legacy Capital considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

See also "*Other Financial Industry Activities and Affiliation, Brokerage Practices and Client Referrals and Other Compensation*" below for a description of additional compensation received by Legacy Capital, a description of factors that Legacy Capital considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions), and potential conflicts of interests related to certain affiliations.

Third Party Investment Adviser Services

The fees payable to Legacy Capital for third-party advisory services will depend upon the fee arrangement between Legacy Capital and the third-party advisor to whom you are referred. We will either share in the fee paid by you to the third-party advisor or charge a fee that is in addition to the fee paid to the third-party advisor. Clients will receive a full disclosure of the fee schedule, including fees received by Legacy Capital, and the services to be provided to you by Legacy Capital and the third-party advisor in the investment advisory agreement between the parties, and the relevant third-party advisor's brochure or equivalent disclosure document and privacy policy, prior to placing the assets with the third-party advisor selected. In addition, if the investment program recommended to you is a wrap fee program, you will also receive the equivalent wrap fee brochure provided by the sponsor of the program.

The basic fee schedule for these services will vary based on the third-party advisor chosen to provide this service. The fee will be based on the amount of assets managed and could be negotiable. Such compensation differs depending upon the individual agreement we have with each third-party advisor.

Termination

The relationship between parties may be terminated by either party upon 30 days' written notice. Notwithstanding the above, if the appropriate disclosure statement was not delivered to the client at least 48 hours prior to the client entering into any written or oral advisory agreement with this investment adviser, then the client has the right to terminate the relationship, without penalty, within five (5) business days after entering into the agreement. If the relationship is terminated in the middle of a quarter and client has prepaid the quarterly fee, Legacy Capital will reimburse client a percentage of the prepaid fee that equals that part of the quarter that remains after the 30-day notice is satisfied, on a pro rata basis.

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

Legacy Capital does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) or engage in side-by-side management.

Item 7 – Types of Clients

We offer portfolio management investment advice to the following types of clients:

- Individuals
- Families
- High net worth individuals
- High net worth families
- Pension and profit-sharing plans (other than participants)
- Charitable organizations
- Trusts
- Estates
- Private business owners
- Retirement plans
- An alternative investment funds

Account Minimum Requirements

Legacy Capital does not require a minimum investment for the management of accounts, but reserves the right to make exceptions on a case-by-case basis.

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

Legacy Capital uses an academic-based investment strategy that focuses on using multiple asset classes. A basic assumption is that markets are highly efficient most of the time and they quickly incorporate new information into security prices. Hence, investment strategies focus on using mutual funds and low- cost passively managed exchange-traded funds. Where appropriate, however, Legacy Capital may recommend higher cost actively managed mutual funds, as well as individual stocks and bonds. Investing in securities involves risk of loss that clients should be prepared to bear.

Analysis Methods

Security analysis methods utilized by Legacy Capital include the following:

Technical

Technical analysis maintains that all information is already reflected in the stock price. Technical analysis is a discipline for forecasting the direction of prices through the study of past market data, primarily price and volume. Generally, technical analysis employs models and trading rules based on price and volume transformations, such as the relative strength index, moving averages, regressions, inter-market and intra-market price correlations, business cycles, stock market cycles or, classically, through recognition of chart patterns. However, while technical analysis operates from the assumption that past trading activity and price changes of a security can be valuable indicators of the security's future price movements when paired with appropriate investing or trading rules, a fundamental risk of technical analysis of that past performance is not indicative of future performance. However, this risk is mitigated by the blending of our investment analysis.

Cyclical

Cyclical analysis generally targets cyclical stocks for purchase of equity securities when the ratio of price-to-earnings (P/E Ratio) is low, and sell them when the P/E Ratio is high (i.e., when earnings are peaking). The P/E Ratio is a measure of the price paid for a share relative to the annual net income or profit earned by the firm per share. Thus, cyclical analysis focuses on investing into sectors of the economy according to the stage of the economic growth cycle. During recessions or times of slow growth, more conservative investments are appropriate, while the reverse is true in time of fast economic growth. A risk associated with the utilization of this method of analysis alone is that indicators may be missed with respect to changes in the economy, whereby the timing of shifts in the invested portfolio misses changes in the economy. We mitigate that risk through the blending of our investment analysis.

Sources of Information

The main sources of information that Legacy Capital uses to analyze these investment strategies is:

- Financial newspapers and magazines.
- Research materials prepared by others.
- Annual reports, prospectuses, filings with the SEC.
- Press releases of companies.

Other sources of information that we may use include:

- Internet.

Investment Strategies

The investment strategies Legacy Capital uses to implement any investment advice given to clients includes the following:

- Long term Purchases (securities held at least a year).
- Short term purchases (securities sold within a year).
- Trading (securities sold within 30 days).
- Option writing, including covered options, uncovered options or spreading strategies.
- Utilization of Alternative Investments (partnerships, hedge funds, commodity pools, etc.).

Investment Strategy Risks

Investing in securities involves risk of loss that clients should be prepared to bear. All investment programs have certain risks that are borne by the investor. Our investment approach seeks to keep the risk of loss in mind. Investors face the following investment risks:

General Risks

Lack of Diversification: Portfolio investments may be concentrated, and diversification may be limited. There are no limits with respect to position sizes. Any assets or combination of assets that can be held in a securities account can be purchased or sold.

Cash and Cash Equivalents: Accounts may maintain significant cash positions from time to time and the client will pay the Investment Management Fee based on the net asset value of the Account, including cash and cash equivalents. Furthermore, the Account may forego investment opportunities to hold cash positions if we consider it in the best interests of the Accounts.

Interest Rate Fluctuation: The prices of securities in which the Advisor may invest are sensitive to interest rate fluctuations and unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. In addition, interest rate increases generally will increase the interest carrying costs of borrowed securities and leveraged investments.

Long term Purchases (securities held at least a year)

Liquidity: The portfolio may be invested in liquid and illiquid securities. You should be aware that liquid securities may become less liquid during the holding period.

Short term purchases (securities sold within a year)

Market Risks: The success of a significant portion of the program will depend, to a great extent, upon correctly assessing the future course of the price movements of the securities traded. There can be no assurance that the trading program will be able to predict accurately these price movements. Additionally, over time, the effectiveness of the trading program may decline, including due to other market participants developing similar programs or techniques.

Trading (securities sold within 30 days)

Market Risks: The success of a significant portion of a trading program will depend, to a great extent, upon correctly assessing the future course of the price movements of the securities traded. There can be no assurance that the trading program will be able to predict accurately these price movements. Additionally, over time, the effectiveness of the trading program may decline for many reasons, including other market participants developing similar programs or techniques.

Investments in a Concentrated Number of Securities or in Only One Industry Sector (or in Only a Few Sectors: When strategies invest in a concentrated number of securities, a decline in the value of these securities would cause your overall account value to decline to a greater degree than that of a less concentrated portfolio. Strategies that invest a large percentage of assets in only one industry sector (or in only a few sectors) are more vulnerable to price fluctuation than strategies that diversify among a broad range of sectors.

Trading is Speculative: There are risks involved in trading securities. Market movements are difficult to predict and are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the inherent volatility of the marketplace. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in the financial instrument markets and such intervention (as well as other factors) may cause these markets to move rapidly.

Turnover: Our trading activities may be done on the basis of short-term market considerations. The portfolio turnover rate could be significant, potentially involving substantial brokerage commissions, and related transactional fees and expenses.

Margin Risk

Leverage: We may use leverage in investing. Such leverage may be obtained through various means. The use of short-term margin borrowings may result in certain additional risks to Accounts. For example, should the securities pledged to a broker to secure a margin account decline in value, a margin call may be issued pursuant to which additional funds would be required to be deposited with the broker or the broker would affect a mandatory liquidation of the pledged securities to compensate for the decline in value. We might not be able to liquidate assets quickly enough to pay off the margin debt and the Accounts may therefore also suffer additional significant losses as a result of such default. Although borrowing money increases returns if returns on the incremental investments purchased with the borrowed accounts exceed the borrowing costs for such accounts, the use of leverage decreases returns if returns earned on such incremental investments are less than the costs of such borrowings.

Risks Relating to Derivatives and Complex or Alternative Investment Strategies

Alternative investment strategies that utilize non-traditional or complex investment strategies and/or derivatives for both hedging and more speculative purposes, can increase volatility and the risk of investment loss. Non-traditional investment options and strategies are often employed by a portfolio manager to further a portfolio's investment objective and to help offset market risks. However, these features may be complex, making it more difficult to understand all of the essential characteristics and risks, and how it will perform in different market environments and over various periods of time. They may also expose the portfolio to increased volatility and unanticipated risks particularly when used in complex combinations and/or accompanied by the use of borrowing or "leverage."

Other Investment Risks

Risks Relating to Differing Classes of Securities

Different classes of securities have different rights as creditor if the issuer files for bankruptcy or reorganization. For example, bondholders' rights generally are more favorable than shareholders' rights in a bankruptcy or reorganization.

Small Capitalization Issuers

Such companies may lack the financial resources, product diversification and competitive strengths of larger companies. The securities of small capitalization companies may not trade as readily as, and be subject to higher volatility than, those of larger, more established companies.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains, in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Risks Relating to ETFs

There may be a lack of liquidity in certain ETFs which can lead to a large difference between the bid-ask prices (increasing the cost to you when you buy or sell the ETF). A lack of liquidity also may cause an ETF to trade at a large premium or discount to its net asset value. Additionally, an ETF may suspend issuing new shares and this may result in an adverse difference between the ETF’s publicly available share price and the actual value of its underlying investment holdings. At times when underlying holdings are traded less frequently, or not at all, an ETF’s returns may also diverge from the benchmark it is designed to track.

Option writing, including covered & uncovered options or spreading strategies.

Options and Other Derivatives: We may purchase or sell options, warrants, equity related swaps or other derivatives that trade on an exchange. Both the purchasing and selling of call and put options entail risks. An investment in an option may be subject to greater fluctuation than an investment in the underlying securities. The effectiveness of purchasing or selling stock index options as a hedging technique depends upon the extent to which price movements in the portion of the Accounts' hedged correlate with price movements of the stock index selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular security, whether an Account realizes a gain or loss will depend upon movements in the level of security prices in securities markets generally rather than movements in the price of a particular security.

Uncovered Risks We may employ various risk-reduction techniques designed to minimize the risk of loss in Accounts. Nonetheless, substantial risk remains that such techniques will not always be possible to implement and when possible, will not always be effective in limiting losses. Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the value of such positions decline, but utilize other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedge transactions also limit the opportunity for gain if the value of a portfolio position should increase. Moreover, it may not be possible for us to hedge against a fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at a price sufficient to protect from the decline in value of the portfolio position anticipated as a result of such a fluctuation. The success of the hedging transactions will be subject to the ability to correctly predict market fluctuations and movements. Therefore, while we may enter into such transactions to seek to reduce risks, unanticipated market movements and fluctuations may result in a poorer overall performance for the Accounts Portfolio than if we had not engaged in any such hedging transactions. Finally, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary.

Utilization of Alternative Investments

Alternative investment products, including hedge funds, commodity hedged accounts and managed futures, involve a high degree of risk, often engage in leveraging and other speculative investment practices that may increase the risk of investment loss, can be highly illiquid, are not required to provide periodic pricing or valuation information to investors, may involve complex tax structures and delays in distributing important tax information, are not subject to the same regulatory requirements as mutual funds, often charge high fees which may offset any trading profits, and in many cases the underlying investments are not transparent and are known only to the investment manager.

Information Security Risk.

Clients may be susceptible to risks to the confidentiality and security of Legacy Capital's operations and proprietary and customer information. Information risks, including theft or corruption of electronically stored data, denial of service attacks on our website or websites of our third-party service providers, and the unauthorized release of confidential information are a few of the more common risks faced by us and other investment advisors. Data security breaches of our electronic data infrastructure could have the effect of disrupting our operations and compromising our customers' confidential and personally identifiable information. Such breaches could result in an inability for us to conduct business, potential losses, including identity theft and theft of investment funds from customers, and other adverse consequences to customers. We have taken and will continue to take steps to detect and limit the risks associated with these threats.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would-be material to your evaluation of Legacy Capital or the integrity of Legacy Capital's management. Legacy Capital has no information which is applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

We are not currently engaged in any business activities other than giving financial and investment advice. Additionally, we have no material arrangements or affiliations with any investment company, financial planning firm, banking institution, thrift institution, accounting firm, law firm, insurance agency, pension consultant, real estate broker, or any other organization or entity that has not been disclosed in this brochure.

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

General

Legacy Capital has adopted a Code of Ethics for all of our supervised persons describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Legacy Capital must acknowledge the terms of the Code of Ethics annually, or as amended.

Legacy Capital anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which we have management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Legacy Capital, its affiliates and/or clients, directly or indirectly, have a position of interest. Our employees and persons associated with us are required to follow our Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Legacy Capital and its affiliates are allowed to trade for their own accounts in securities which are recommended to and/or purchased for our clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Legacy Capital will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of our clients. In addition, the Code of Ethics requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Legacy Capital and its clients.

Personal Trading

Legacy Capital and our related persons are allowed to purchase and sell securities for their own account. To prevent conflicts of interest, all employees of Legacy Capital must comply with our Code of Ethics, which imposes restrictions on the purchase or sale of securities for their own accounts and the accounts of certain affiliated persons.,

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

Legacy Capital's clients or prospective clients may request a copy of our Code of Ethics by contacting Crystal Prachyl.

Cross Trades

It is Legacy Capital's policy that we will not affect any principal or agency cross-securities transactions for client accounts. We will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Insider Information
Further, the Code of Ethics and our Compliance Manual impose certain policies and procedures concerning the misuse of material non-public information that are designed to prevent insider trading by any officer, partner, or supervised person of Legacy Capital.

Item 12 – Brokerage Practices

General
The clients of Legacy Capital designate the custodian that provides brokerage and custody services related to the portfolio management services we provide.

Client Directed
Clients instruct us to direct all or a portion of the securities transactions for its account to a specified broker or dealer with whom the client has a brokerage relationship. We will treat the client direction as a decision by the client to retain the discretion that otherwise would have in selecting a broker-dealer to effect transactions and in negotiating transaction fees generally for the client's account. Client may pay higher or lower transaction fees such as commissions, commission equivalents, mark-ups, mark-downs, dealer spreads, credits or otherwise, and may receive less or more favorable execution services than if the client did not direct transactions to a particular broker.

Any instruction or limitation relating to the selection of broker-dealers must be in writing. Because client-directed trades often cannot be aggregated with non-directed trades, such designations may adversely affect Legay Capital's ability to obtain volume discounts on aggregated orders or to obtain best price and execution by effecting certain transactions directly with the market maker.

Item 13 – Review of Accounts

Account Review
Crystal Prachyl or her designee will review all accounts on a quarterly basis and compare each investment on a transaction basis to insure that each transaction is: (i) suitable to the respective client's investment objectives; (ii) meets that client's quality standards; and (iii) to make sure that their investment objectives are still pertinent to the managed account arrangement. More frequent reviews cam be triggered by material changes in variables such as the client's individual circumstances or the market economic or political environment.

Reports
The clients receive brokerage transaction confirmations and monthly statements from the custodian of the account.

Trade Errors

In the event of a trade error in your account, our policy is to attempt to correct trading errors as soon as they are discovered; however, the Firm is not responsible for execution or trading errors committed by the brokers with which it transacts, unless such errors resulted from Legacy Capital's negligence, fraud or willful misconduct. Notwithstanding the above, based on the circumstances, corrective actions generally include:

- Canceling the trade.
- Adjusting an allocation, and/or
- Reimbursement to the account.

Item 14 – Client Referrals and Other Compensation

Client Referrals

Legacy Capital does not utilize or pay third party solicitors for the referral of advisory clients to us.

Item 15 – Custody

Custody Overview

Custody Rule

The Custody Rule provides that it is a fraudulent, deceptive or manipulative act, practice or course of business within the meaning of Section 206(4) of the Advisers Act for an investment adviser that is registered or required to be registered under the Advisers Act to have custody of client funds or securities unless they are maintained in accordance with the requirements of the rule. In this regard, where an investment adviser has custody of client funds or securities, it must obtain a surprise examination of client assets by an independent public accountant registered with the Public Company Accounting Oversight Board. ("PCAOB").

Invoicing

Legacy Capital is deemed to have custody of the funds and securities as a consequence of its authority to make withdrawals from client accounts to pay its advisory fee. However, a surprise examination is not required because Legacy Capital has written authorization from each client to deduct advisory fees from the account held with the qualified custodian and each time a fee is directly deducted from a client account, we concurrently: (i). sends the qualified custodian an invoice or statement of the amount of the fee to be deducted from the client's account; and (ii). the custodian sends the client an invoice or statement itemizing the fee.

Item 16 – Investment Discretion

Discretionary Authority

We usually receive discretionary authority from you at the outset of an advisory relationship. That discretionary authority allows us to make determinations regarding the securities that are to be bought and sold, as well as the quantities of such securities.

Documentation of Discretion

Discretionary authority is provided in our contract with each client. Additionally, we maintain a Limited Power of Attorney for all our discretionary accounts for the purpose of directing and or effecting investments, for the direct payment of fees and or the payment of commissions, custodial fees and or other charges incurred by the managed account.

Discretionary Management

In all cases, however, our discretion is to be exercised in a manner consistent with the stated investment objectives for the particular account. Thus, when selecting securities and determining amounts, we observe the investment policies, limitations and restrictions of the clients for which it advises. Additionally, in many cases, the discretion is subject to mutually agreed upon investment guidelines relative to the client's portfolio. Investment guidelines and restrictions must be provided to Legacy Capital in writing.

We have model portfolio guidelines available for clients to adopt, in whole or in part, if they do not have their own. Client investment guidelines may or may not limit the scope of potential investments. As a result, clients can impose restrictions on investing in certain securities or types of securities. Within client guidelines and instructions, our Management Team (described above) makes decisions as to the nature and quantity of securities to be bought or sold. Investment guidelines and restrictions must be provided to us in writing.

Item 17 – Voting Client Securities

As a matter of our policy and practice, Legacy 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.

Item 18 – Financial Information

We are required to provide you with certain financial information or disclosures about financial condition which would impede our ability to provide the advisory services described herein. Legacy 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 – Other Information

Privacy Notice to Customers

At Legacy Capital, we do not disclose nonpublic personal information about our individual clients or former clients except as permitted by law. We restrict access to nonpublic personal information about you (that we may obtain from your account and your transactions) to those employees who need to know that information to provide products or services to you or to alert you to new, enhanced or improved products or services we provide. We maintain physical, electronic and procedural safeguards that comply with federal standards to safeguard your nonpublic personal information.

Business Continuity Plan

Legacy Capital has developed a Business Continuity Plan to address how we will respond to events that may disrupt its business. Since timing and impact of disasters is unpredictable, we will have to be flexible in responding to the events as they occur. This plan is designed to permit us to resume operations as quickly as possible, given the scope and severity of the significant business disruption. The Business Continuity Plan covers data backup and recovery, mission critical systems financial and operational assessments, alternative communications, alternate business locations, bank and counter-party impact, regulatory reporting and the assurance of prompt access to funds and securities for our customers.

Varying Disruptions – Significant business disruptions can vary in their scope, such as emergencies affecting only a single building housing Legacy Capital, the business district where we are located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only us or a building housing us, we will transfer our operations to an emergency-ready local site, moving a select group of trained employees and expecting to recover and resume business within four hours. In a disruption affecting our business district, city, or region, we will move appropriate staff to a site outside of the affected area to be able to communicate with the respective custodian on behalf of our clients. In either situation, we plan to continue in business, transferring operations to our clearing firm, if necessary.

If you have questions about our Business Continuity Plan, please feel free to contact us.