

Form ADV Part 2A



QVM Group LLC
Registered Investment Advisor

Filed June 2015

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

The form and structure of this brochure is specified by regulators in response to federal legislation passed in 2010 concerning disclosures by registered investment advisors.

This brochure replaces all previously filed Form ADV Part 2 reports.

Firm CRD # 142534

This brochure provides information about the qualifications and business practices of QVM Group LLC.

If you have any questions about the contents of this brochure, please contact us by phone at 860-633-1760 or by email at info@QVMgroup.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.

Additional information about QVM Group LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

QVM Group LLC

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report prepared as of June 18, 2015

Item 2 Material Changes

There are no material changes in the nature and conduct of our work from the prior Form ADV Part 2 filing, except that the firm no longer offers the subscription-based investment letter: "Rational Risk Equity Income Investor".

Otherwise this item is "not applicable"

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Item 4 Advisory Business

QVM Group LLC is an investment advisory firm domiciled in the State of Connecticut. The firm provides both portfolio management and investment coaching services.

The principal owner is Richard Shaw.

The firm has been regulated by the State of Connecticut Banking Department, Division of Securities since January 2007.

Item 5 Fees and Compensation

We are compensated for our investment advisory services on a fee basis only.

We do not have custody of any client assets and do not deduct, or have the ability to deduct, our fees from client assets.

We do not sell securities, are not affiliated with any broker-dealer, mutual fund organization or other securities issuer. We do not receive commissions or other compensation for the purchase or sale, or maintenance of assets in client accounts. Clients pay us directly by check for our services.

We offer two services: Portfolio Management and Portfolio Coaching.

Portfolio Management:

For portfolio management, we are paid a flat monthly amount, which is re-evaluated annually. We do not bill the client. Client's set up an automatic monthly payment through a financial institution to simplify the fee handling process for both client and us.

The amount of the monthly fee for portfolio management is based on the amount of work that we expect to do to perform the services identified in the "Exhibit A: Services To Be Rendered" in our contract. Different clients have different requirements for the frequency, form and extent of communications, and they have different numbers of accounts to be handled, and other factors. We take those differences into consideration when establishing our fee for each client.

Our fees for services vary from a minimum of \$250/month for single accounts managed on a model-basis (more for additional accounts, or management of model in the context of other assets, or the substitution of certain model assets with Client specified legacy assets); to a minimum of \$600/month to some thousands per month for non-model-based portfolios, depending on specific account requirements.

Portfolio Coaching:

For portfolio coaching we are compensated in two parts: Set-Up and Continuing Services.

Set-Up:

The first part is a fixed amount of money to review the account(s), interview the client about their need, goals, resources, risk limits and other factors, and then make a suitable recommendation for the asset allocation and specific security holdings in their account(s). This first part fee is for \$1,200 to \$1,800 depending on the number of accounts and to be analyzed or coordinated.

Continuing Services:

The second part is a monthly fee in an amount and at a rate to be determined, based on Client coaching requirements.

We provide portfolio management services accounts in maintained at Charles Schwab or Fidelity. For investment coaching services, the client may have assets of any kind at any financial institution.

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

This item is not applicable.

We do not receive any performance-based fees of any kind and do not provide side-by-side management.

We are compensation on a flat monthly fee or hourly basis only for our advisory services.

Item 7 Types of Clients

We offer services to individual investors, non-profit organizations, and pension plans.

With the exception of a limited number of accommodation accounts, our minimum account size is \$1 million for portfolio management services. There is no specific minimum account size for our coaching services.

We provide portfolio management services to individual investor clients with as little as \$1 million in assets, as well as individual clients with multiple millions of dollars. Our coaching clients tend to have multiple millions in their investment accounts.

Our coaching services assist investors who wish to directly control their own assets, but who desire an objective, professional second opinion, or sounding board for their investment ideas. That includes both investors with regular taxable brokerage accounts and self-directed IRAs, but also investors who seek advice on the handling of their 401-k accounts.

Our clients tend to be near or past the savings stage of their financial life cycle; drawing on their savings to support lifestyle in some cases. They tend to be concerned with risk control, capital preservation and portfolio income as important goals.

We are not suitable as an advisor for investors who seek high frequency trading, or who wish to pursue high-risk strategies, or for investors whose focus is private, non-marketable investments, such as; venture capital, direct real estate, oil and gas drilling, and hedge funds.

We are not suitable for investors who focus on options, futures or spot market foreign exchange. We are also not suitable for investors who seek to utilize significant amounts of margin leverage, or to employ a shorting strategy.

We are most suitable for clients who seek portfolio income as well as capital growth, and who believe that risk management is a critical goal and component of the services they seek.

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

We use a combination of fundamental analysis of securities, evaluation of macro-economic context, and price chart behavior in our asset class and securities analysis.

Our primary approach is to invest in liquid securities with quantitatively attractive fundamentals, when they are in an intermediate-term to long-term up-trend. We sell positions or exit asset classes if they become fundamentally unattractive, and rebalance into lagging assets when they remain fundamentally attractive, but experience temporary or cyclical price declines.

We tend to favor dividend paying stocks over non-dividend paying stocks, but hold both.

We seek to be diversified across asset classes and to rebalance to target levels among classes in normal markets.

Our general approach is to utilize broadly diversified passive or active funds (mutual funds or ETFs) as core strategic positions representing major asset classes for a large portion of total assets, then to utilize more narrowly focused active or passive funds or individual stocks to tactically tilt the exposure of the portfolio toward perceived opportunity.

All investments have risk of loss. Even holding cash has a risk of loss due to inflation.

We manage accounts through the use of listed securities such as:

- Individual stocks,
- Exchange traded funds
- Mutual funds
- Exchange traded notes
- Master Limited Partnerships,
- Royalty trusts,
- Mutual funds.
- Individual bonds (to a limited degree).

With limited exceptions in special case, we do not do the following for managed accounts:

- Buy on margin (except for possible transitory position changes)
- Short securities
- Buy or sell options (for certain clients we short PUTs, but not for new clients)
- Utilize futures contracts
- Utilize spot foreign exchange accounts
- Purchase non-listed investments (such as hedge funds)
- Arrange or manage direct real estate holdings

We do use investment funds that employ some of the techniques and securities listed above that we do not directly utilize ourselves. We use only listed securities, mutual funds and bonds.

Our models-based service uses a combination of models published by Vanguard and Morningstar.

Item 9 Disciplinary Information

This item is not applicable.

Neither the firm nor any associated person has experienced any administrative proceeding, self-regulatory organization proceeding, criminal or civil action or other disciplinary event.

Item 10 Other Financial Industry Activities and Affiliations

Richard Shaw writes for the firm "Investment Perspectives" information site (www.qvmgroup.com/invest), which is republished by many other organizations. He also sometimes provides SeekingAlpha (www.SeekingAlpha.com) with articles for their exclusive use, for which the firm receives nominal compensation based on the level of readership of the exclusive articles.

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

QVM GROUP LLC - CODE OF ETHICS

QVM code of ethics is designed to ensure that the Company conducts its operations in compliance with the letter and spirit of applicable laws and rules. In designing this program, the Company has first considered the risks and potential conflicts of interest that might arise in connection with its operations. QVM then has created procedures it believes will serve to minimize and address those risks and potential conflicts.

This QVM Code of Ethics is intended to reflect fiduciary principles that govern the conduct of QVM Supervised Persons by virtue of QVM status as a RIA, and applies to all of QVM Supervised Persons.

This Code consists of an outline of policies regarding several key areas including: standards of conduct and compliance with laws, rules and regulation, protection of material non-public information and personal securities trading. As used in this Code of Ethics, a "Supervised Person" means any officer, director or employee of the Company, as well as anyone else who provides investment advice on the Company's behalf and is subject to the Company's supervision and control.

Certain duties described in this Code apply to QVM Access Persons. An "Access Person" is any Supervised Person who has access to nonpublic information regarding client portfolio holdings or who is involved in making decisions for clients before those recommendations are disseminated or decisions are acted upon. QVM has elected to treat all its Supervised Person as Access Persons.

The QVM Code sets forth QVM minimum requirements regarding the conduct of Supervised Persons. In addition to the matters addressed in these documents, QVM may be subject to other laws and rules. You should direct any questions regarding employee conduct (whether or not covered by this Code) to the Company's Chief Compliance Officer ("CCO"), Richard Shaw.

A. GENERAL STANDARDS OF CONDUCT

1. As a registered investment adviser, QVM has a special relationship of trust with its clients. Therefore, all Supervised Persons must carry out their duties solely in the best interests of clients and free from all compromising influences and loyalties.

2. QVM operations are governed by laws and regulations which, among other things, require certain disclosures to be made to clients; mandate the preservation of certain books and records; and regulate the Company's advertisements and the solicitation of new clients. It is each Supervised Person's duty to be familiar with these and other regulatory requirements pertaining to his or her area of responsibility and to assist QVM in complying with same. All questions regarding these matters should be directed to the CCO.

3. Under no circumstances may a Supervised Person use confidential information about a client's current or planned holdings or trading patterns for the Supervised Person's own benefit. Nor may he or she divulge information about clients to any person except in the

course of performing his/her duties on behalf of the Company.

4. QVM its Supervised Persons or its affiliates must disclose or make available any significant relationship that QVM, its Supervised Persons or its affiliates might have with: (a) the issuer of securities with respect to which QVM renders advice, (b) any of the issuer's affiliates, or (c) a security holder proponent of the matter on which advice is given. Any employee of QVM who has such a material interest or significant relationship must disclose that interest or relationship to the Company's CCO.

5. QVM Supervised Persons may invest and manage their own assets, but the fundamental standard to be followed in personal trading transactions is that Supervised Persons may not take inappropriate advantage of their position at QVM and their advance knowledge of advice to be given to clients.

6. Supervised Persons shall not warrant or guarantee the present or future value of or return on any investment security. Nor shall Supervised Persons warrant or guarantee the profitability of any advice rendered by QVM.

7. No Supervised Person (other than Company's outside directors) shall serve as a director or officer or hold a control position, whether through security ownership or otherwise, in any company having publicly traded securities without the knowledge and prior written approval of the CCO.

8. In the course of their employment, Supervised Persons may receive confidential information, including proxy voting recommendations, compensation strategies, capital structure and other corporate governance-related advice developed for clients. All such information is proprietary to QVM and may not be used or disclosed except in the course of a Supervised Person's performance of his or her duties on behalf of QVM.

9. The Company will strictly comply with all laws and regulations that are or may be applicable to its business. Supervised Persons are expected to comply with all laws applicable to the business.

10. The Company possesses and will continue to possess information that has been created, discovered and developed by the Company, has been disclosed to the Company under the obligation of confidentiality, or has otherwise become known to the Company or in which property rights have been assigned or conveyed to the Company, which information is confidential to the Company and which information has commercial value in the business of the Company. All such information, except such information as is known or becomes known to the public without violation of the terms of this paragraph, is hereafter called "Confidential and Proprietary Information." All Supervised Persons are responsible for the safeguarding of Confidential and Proprietary Information. By way of illustration, but not limitation, Confidential and Proprietary Information includes customer lists, subscription lists, information related to the Company's customers and clients, details of Company contracts, pricing policies, financial statements, projections, marketing plans or strategies, new product developments or plans, business acquisition plans, new personnel acquisition plans, trade secrets, operation methods, software and computer programs. During the Supervised Person's employment with the Company and thereafter, the Supervised Person shall keep secret and retain in the strictest confidence all such Confidential and Proprietary Information. Supervised Persons should observe the following principles when dealing with Confidential and Proprietary Information: (a)

before sharing Confidential and Proprietary Information with others in the Company, be sure that you are permitted to do so; (b) do not disclose confidential customer/client information to other Company employees who do not have a need to know such information in order to provide services to that customer/client; and (c) do not disclose Confidential and Proprietary Information to anyone outside the Company unless you are authorized to do so and, if you are permitted to share information, use your judgment to limit the amount of information shared and disclose it only on a need-to-know basis in order to provide the services the Company is engaged to provide. The provisions of this Section 10 are in addition to the provisions above regarding confidentiality and in addition to any other QVM policies and/or any agreements between QVM and any Supervised Person.

11. All memoranda, notes, lists, records and other documents (and all copies thereof) made or compiled by the Supervised Person or made available to the Supervised Person concerning the business of the Company shall be the Company's property and shall be delivered to the Company promptly upon the termination of the Supervised Person's employment with the Company or at any other time on request.

12. The Company's facilities, equipment, including computer hardware, software and telephones, supplies and name must be used only for conducting Company business or for purposes properly authorized by Company management.

13. Supervised Persons, may not make any payments or give any gifts, business entertainment or other thing of value to a fiduciary of a pension plan subject to ERISA, or to a government official without prior written approval of the CCO.

14. From time to time, the CCO or his designee and/or a department head may publish additional guidelines and/or procedures related to the compliance efforts of a specific department. All Supervised Persons covered by any such guidelines and/or procedures are required to adhere to same.

15. Compliance with the policies and procedures with this Code of Ethics may be monitored by periodic audit. All Supervised Persons are required to cooperate fully with any such audits and to provide truthful and accurate information.

B. QVM COMPLIANCE PROGRAM

1. The Company shall provide each Supervised Person with a copy of this Code of Ethics. Copies of any material amendments to this document shall be distributed to all Supervised Persons as well.

2. Each Supervised Person shall be required to complete and deliver to the CCO or his designee an annual information statement. This statement includes information regarding the Supervised Person's disciplinary history and information about the person's securities holdings. Each quarter each Supervised Person shall provide a list of personal securities transactions during the quarter. Supervised Persons will also be asked to acknowledge their receipt of the Code of Ethics and any amendments thereto.

3. Supervised Persons must promptly report any violations of this Code of Ethics (by themselves or others) to the CCO or his designee. Such reports may be oral or in writing, but if in writing, the use of e-mail is discouraged. The CCO will be required to create and retain a report of the reported violation and any action the Company takes in response thereto. The Company may be required to turn such records over to the regulatory authorities.

4. The Company may impose sanctions on or take other action against a Supervised Person who violates the Code of Ethics or other QVM compliance policy or procedure. Possible action includes a warning, letter of reprimand, suspension of personal trading privileges, suspension of employment (with or without compensation) or termination of employment. The Company may also require a Supervised Person to reverse any improper personal securities trade and forfeit any profit or absorb any loss derived therefrom. The amount of any profit shall be calculated by the CCO and shall be sent to a charitable organization of QVM choosing. The Company may also report material violations to the regulatory authorities, or in egregious cases, to the criminal authorities.

C. PREVENTING AND DISCLOSING CONFLICTS OF INTEREST

QVM takes its duty to provide disinterested advice to clients very seriously.

Generally, each employee is expected to avoid any action or involvement that could in any way compromise his or her actions on behalf of the Company. Activities which could raise a question of conflict of interest include, but are not limited to, the following:

- Conducting business on behalf of the Company with a member of the employee's family or a business organization in which the employee or a member of his or her family has a significant association, which could give rise to a conflict of interest, without first obtaining a written non-objection from an officer of the Company.
- Serving in an advisory, consultative, technical or managerial capacity for any nonaffiliated business organization which does significant business with, or is a competitor of the Company, without first advising the relevant department head of such plans.
- Accepting any remunerated position outside the Company involving time "belonging" to the Company, or which interferes with the proper performance of the Supervised Person's duties.
- Taking advantage of a business opportunity which may be of interest to the Company.

D. PREVENTING INSIDER TRADING

The Insider Trading and Securities Fraud Enforcement Act of 1988 imposes stiff criminal and civil penalties upon persons who trade while in possession of "inside information" or who communicate such information to others in connection with a securities transaction. Each Supervised Person is required to maintain a standard of conduct in effecting securities transaction for his or her own account or on behalf of others, that avoids both the reality and the appearance of gaining personal advantage on the basis of material, non public information or at the expense of any third party, including the Company's clients.

Item 12 Brokerage Practices

This item is not applicable.

The firm is not engaged in any form of brokerage business.

Item 13 Review of Accounts

We monitor accounts daily via a combination of automatic tracking tools and manual inspection.

We review accounts with clients on a schedule that is determined per client in the Scope of Services. The frequency, character and depth of those reviews is determined on a client-by-client basis to suit the needs and preferences of each client.

We are available for off-schedule reviews or discussions of accounts with clients as well.

Item 14 Client Referrals and Other Compensation

This item is not applicable.

We are compensated only by our client for our investment advisory services, and are not compensated by any other party for any reason with respect to investment advisory services to our clients.

We do not compensation any person or entity for client referrals.

Item 15 Custody

This item is not applicable.

We do not take custody of any client assets. Clients retain full control and access to their assets in their own retail accounts at Charles Schwab.

Clients grant us Limited Power of Attorney over their personal retail accounts held at Charles Schwab which has custody of client accounts and which provides all brokerage services to the client accounts at their normal commission schedule, and provides transaction reports, monthly statements, and annual reports to taxing authorities.

We do not receive any compensation from Schwab for any reason.

Limited Power of Attorney gives us the ability to log into the client account and execute transactions on behalf of the client, but does not give us the ability to cause money to leave the account for any reason – no payments to us, or to any other party.

Limited Power of Attorney also give us the authority to view account holdings, account statements, account transaction history, and to discuss client account matters with Charles Schwab personnel.

Item 16 Investment Discretion

We have varying levels of investment discretion among client accounts.

Our default approach is to advise and receive consent.

However, some clients specifically request that we exercise discretion. Some clients direct us to use discretion and to report to them when we take action. Others direct us to use discretion and then rely on their own access to their Schwab account for transaction information. Still other clients direct us to use discretion in cases involving urgency, but to use advice and consent otherwise.

The nature and extent of discretion for each account is specified in the Scope or Services exhibit in the contract for each client.

Item 17 Voting Client Securities

This item is not applicable.

We do not vote proxies for client accounts. Clients do their own voting.

Because we do not take custody, we do not receive proxy notices. Because clients retain their own accounts, with us having Limited Power of Attorney, they receive proxy notices directly and take action on their own.

Item 18 Financial Information

This item is not applicable.

We do not require or solicit payment of any fees for work six months or more in the future, which is the threshold for providing a GAAP audited balance sheet to clients.

Item 19 Requirements for State-Registered Advisers

- A) Profiles of “executive officers and management persons”: Richard Shaw is the sole executive or management person in the firm since its establishment in 2006 – he is the portfolio manager – his professional profile is located on next page
- B) Other Business Activities of Executive Officer and Management Persons: NONE
- C) Compensation for Performance-Based-Fees: NONE (we do not provide any performance-based-fee services)
- D) Executive and Management Persons
- (1) found liable in an arbitration claim alleging damages in excess of \$2,500: NONE
- (2) an award or otherwise found liable in a civil, self-regulatory organization, or administrative proceeding: NONE
- E) Any Relationship With Any Issuer of Securities Not Listed in Item 10 of this Part 2A: NONE



Richard Shaw
President
QVM Group, LLC

www.QVMgroup.com

Fee-based portfolio management
for high net worth individuals and foundations

Publications:

- Extensive articles at www.QVMgroup.com on investment matters
- Replication of articles by SeekingAlpha and numerous others

Former Investment Management Positions:

- Board Director, Aberdeen Asset Management (Scotland, listed London Stock Exchange)
- Board Director, American Phoenix Investment Portfolios (Luxembourg)
- Board Director, Phoenix Investment Counsel (now Virtus, listed New York Stock Exchange)
- Trustee, Phoenix Home Life Employee Pension Plan (approx. \$500 million)
- Board Director, Direct Advice (acquired)

Former Venture Capital Investments:

- President, WorkPlus.com (acquired)
- Board Director, QuoteShip.com (acquired)
- Board Director, Lending Tree (IPO)

Former Insurance Management Positions:

- President, American Brokerage Corporation (acquired)
- President, Phoenix General Insurance Company (acquired)
- Board Director, New York Casualty Insurance Company (acquired)
- Board Director, PML International (Bermuda)

Former Charitable, Non-Profit Positions:

- Board Director, Amistad America
- Chairman, Connecticut Equestrian Center Council
- Board Director, Hartford Stage Company
- Board Director, Hartford Association of Retarded Citizens
- Board Director, Dartmouth Club of Hartford

Education:

- He is a 1970 graduate of Dartmouth College.