

Vestwell Advisors LLC (“Vestwell Advisors”, “we,” or “us”) is a registered investment adviser with the SEC. SEC registration does not imply a certain level of skill or training. You should be aware that services and fees differ between investment advisers and broker-dealers, and it is important for the retail investor to understand the differences. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

We offer investment advisory services to employer-sponsored qualified retirement plans, including 401(k) plans and 403(b) plans (“Plans”) and individual IRA holders through an online platform as part of a suite of services offered to Plans by our parent company, Vestwell Holdings Inc., and its affiliates (“Vestwell”).

For those Plans that choose Vestwell Advisors as their investment manager, the Plan’s individual participants choose from a menu of investments and investment programs. We do not provide discretionary investment advice to any Plan participant; as an ERISA 3(38) Adviser, Vestwell Advisors has the discretion to choose investment options for its Plan clients, while each individual Plan participant is responsible for managing his/her balance, determining when or if to rebalance their account, and making investment selections and allocations within the options provided by the Plan.

Vestwell Advisors also provides non-discretionary investment advice to individuals, or retail investors, who were participants of a Plan supported by Vestwell and separated from service with their employer (“Former Plan Participants”). Plan rules (called “force-out rules”) require that Former Plan Participants with vested balances of \$7,000 or less withdraw their assets from the Plan. Vestwell Advisors establishes Safe Harbor Individual Retirement Accounts (“IRAs”) for Former Plan Participants who are forced out of their Plan and do not instruct Vestwell to distribute or roll over their Plan assets.

Vestwell Advisors provides IRAs for these participants, subject to an agreement between Vestwell and its Plan clients. Safe Harbor IRAs are IRAs established for Former Plan Participants, which are invested in a default investment vehicle, designed to protect principal, which is an FDIC-insured cash account that earns interest at a competitive rate. IRA holders may also choose to invest their IRA in ETFs and mutual funds chosen by Vestwell Advisors. Vestwell Advisors does not provide discretionary investment advice to retail investors.

CONVERSATION STARTERS:

What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean? Given my financial situation, should I choose an investment advisory service? Why or why not?

Monitoring: Plan participants and IRA holders have online access to view their account values, which are updated each business day. While Vestwell Advisors provides general oversight and periodic review of investment menus for its Plan and IRA clients, as well as security for its systems and networks, all Plan participants and IRA holders are solely responsible for protecting the security of their log in credentials to their account, reviewing their transactions and statements regularly, and immediately reporting any potentially unauthorized activity in their account.

Investment Authority: Vestwell Advisors does not have any authority to buy and sell securities in your account. Vestwell Advisors does not make any determination as to whether any investment is appropriate or suitable for any investor or Plan participant. Plan participants and IRA holders are always exclusively responsible for making all of their own investment decisions.

Limited Investment Offerings: Vestwell Advisors offers its IRA account holders the choice of a Vestwell’s FDIC Cash Deposit Account, which is a default investment, or the IRA holders, like the Plan participants, can choose from a lineup of ETFs and mutual funds chosen by Vestwell Advisors.

Account Minimums and Other Requirements: No minimum account size is required to open or maintain an IRA and there is no minimum dollar amount applicable to Plans.

More information about our services and relationships can be found on our website www.vestwell.com, on the SEC’s website at www.adviserinfo.sec.gov, and in Items 4, 5 and 6 of our ADV Part 2A, available on www.vestwell.com.

What fees will I pay?

IRA holders are charged a combination of fees for administrative and investment services. These fees are tiered by the value of your account.

1. Administrative Service Fees - paid to Vestwell and our service providers for recordkeeping and support
 - Asset-based ranging from 0.10% - 0.30%
 - Fixed fee ranging from \$80.00 to \$0.00
2. Investment Services Fees - paid to Vestwell Advisors for providing non-discretionary investment advice by curating the list of funds available
 - Asset-based ranging from 0.10% to 0.38%

There are additional activity-based fees for account activities such as distributions and paper-based communications. A detailed fee schedule is provided during account opening.

Bank fees are paid to The Bank of New York Mellon, which is an investor in Vestwell's parent company, and its wholly owned subsidiary, BNY Mellon Advisors, LLC, a registered investment adviser, acts as subadviser to Vestwell Advisors, providing investment advice to our clients.

When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.

For IRA holders invested in the FDIC Cash Deposit Account, Vestwell Trust Company, an affiliate of Vestwell Holdings receives compensation with respect to account holdings. Accordingly, Vestwell Advisors may have an incentive to provide non-discretionary services to Former Plan Participants because the IRAs will provide revenues to Vestwell Advisors and its affiliates.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. More information about the fees we charge and conflicts of interest is disclosed in Items 5 and 10 of our ADV Part 2A which can be found on our website at www.vestwell.com.

CONVERSATION STARTERS:

Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me? How might your conflicts of interest affect me, and how will you address them?

How do your financial professionals make money?

Our employees are paid a salary, and some may receive a performance-based bonus or a sales commission. Vestwell Advisors and its affiliates do not receive direct or indirect compensation from mutual funds, ETFs, or other investments that we may choose as menu options for Plan Clients. However, increased assets under management will lead to increased fee revenues for the firm and potentially, increased compensation for our financial professionals. Accordingly, Vestwell may have an incentive to recommend Vestwell Advisors to its Plan clients.

Do you or your financial professionals have legal or disciplinary history? For what type of conduct?

No.

Visit Investor.gov/CRS for a free and simple search tool to research us and our investment professionals.

CONVERSATION STARTERS:

Who is my primary contact person? Are they a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

Responses to the questions in each Conversation Starter are available to view [here](#).

Please look for further information at www.vestwell.com or call us at 917-979-5358 if you have any questions. You can find our Form ADV Brochure on our website at www.vestwell.com or request a copy by calling the number above or emailing us at help@vestwell.com.