

Fleming Wealth Strategies, LLC

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October 31st, 2015

Form ADV Part 2A
Disclosure Brochure

This brochure provides information about the qualifications and business practices of Fleming Wealth Strategies, LLC. If you have any questions about the contents of this brochure, please contact Timothy Fleming at 480-265-9119 or timothyf.fleming@lpl.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 Fleming Wealth Strategies, LLC is available on the internet at www.adviserinfo.sec.gov. Our firm's CRD number is 167873. Fleming Wealth Strategies LLC is an RIA firm registered with the state of Arizona as well.

Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since our last ADV filing on October 2015 we now provide pension consulting services.

We moved our street address of our principal place of business to 2155 W. Pinnacle Peak Road Suite #201 Phoenix, AZ 85027.

We have added to the types of clients we offer investment advisory services to.

The other recent change to our disclosure brochure is an increase in the amount of client assets our firm manages. The current client assets our firm manages as of 10/31/2015 is \$27,348,238.

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Item 4 Advisory Business

Description of Services and Fees

Fleming Wealth Strategies, LLC is a registered investment adviser primarily based in Phoenix Arizona. We are organized as a limited liability company under the laws of the State of Arizona. We have been providing investment advisory services as an Registered Investment Advisory firm since 2013. Timothy F. Fleming is the sole owner. Currently, we offer the following investment advisory services, which are personalized to each individual client:

- Portfolio Management Services
- Financial Planning Services
- Pension Consulting Services

The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we", "our" and "us" refer to Fleming Wealth Strategies, LLC and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm. We use the terms "we" and "our" throughout this disclosure brochure to refer to Timothy F. Fleming. The use of these terms is not intended to imply that there is more than one individual associated with this firm. Please understand that a written agreement, which details the exact terms of the service, must be signed by you and Fleming Wealth Strategies, LLC before we can provide you the services described below.

Portfolio Management Services

We use discretionary portfolio management services to manage client accounts. Our investment advice is tailored to meet our clients' needs and investment objectives. If you retain our firm for portfolio management services, we will meet with you to determine your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use the information we gather to develop a strategy that enables our firm to give you continuous and focused investment advice and/or to make investments on your behalf. As part of our portfolio management services, we may customize an investment portfolio for you according to your risk tolerance and investing objectives. Once we construct an investment portfolio for you, we will monitor your portfolio's performance on an ongoing basis, and will rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

If you participate in our discretionary portfolio management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities, and the amount of securities, to be purchased or sold for your account and the commissions to be paid to brokerage firms without your approval prior to each transaction. Discretionary authority is typically granted by the investment advisory agreement you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing. In limited circumstances, we may manage nondiscretionary accounts. If you enter into non-discretionary arrangements with our firm, we must obtain your approval prior to executing any transactions on behalf of your account. Also, please note you may receive a trade confirmation from LPL that shows "non-discretionary". That means that LPL Financial does not have discretionary authority over the trade since they are not managing the client's assets. All trades placed are still discretionary via the investment advisory agreement that you sign with Fleming Wealth Strategies, LLC if you enter into our discretionary portfolio management service.

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

Conflicts may arise in the allocation of investment opportunities among accounts that we manage. We strive to allocate investment opportunities believed to be appropriate for your accounts and other accounts advised by our firm among such accounts equitably and consistent with the best interests of all accounts involved. However, there can be no assurance that a particular investment opportunity that comes to our attention will be allocated in any particular manner. If we obtain material, non-public information about a security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client or use it for any client's benefit.

Pension Consulting Services

We offer pension consulting services to employee benefit plans and their fiduciaries based upon the needs of the plan and the services requested by the plan sponsor or named fiduciary. In general, these services may include an existing plan review and analysis, plan-level advice regarding fund selection and investment options, education services to plan participants, investment performance monitoring, and/or ongoing consulting. These pension consulting services are non-discretionary and advisory in nature. The ultimate decision to act on behalf of the plan shall remain with the plan sponsor or other named fiduciary.

We may also assist with participant enrollment meetings and provide investment-related educational seminars to plan participants on such topics to include but not limited to:

- Diversification
- Asset allocation
- Risk Tolerance
- Time Horizon

Our educational seminars are specific to the Pension Consulting Services and are not offered to the public.

We may also provide additional types of pension consulting services to plans on an individual negotiated basis. All services, whether discussed above or customized for the plan based upon requirements from the plan fiduciaries (which may include additional plan-level or participant-level services) shall be detailed in a written agreement and be consistent with the parameters set forth in the plan documents.

The services are designed to assist plan sponsors in meeting their management and fiduciary obligations to Participants under the Employee Retirement Income Securities Act ("ERISA"). Pursuant to adopted regulations of the U.S. Department of Labor, we are required to provide the Plan's responsible plan fiduciary (the person who has the authority to engage us as an investment adviser to the Plan) with a written statement of the services we provide to the Plan, the compensation we receive for providing those services, and our status.

Our advisory fees for these customized services will be negotiated with the plan sponsor or named fiduciary on a case-by-case basis and specifically detailed in the advisory agreement. The advisory fees will be paid either directly from the plan sponsor or from the plan as a whole. Ultimately, it will be decided by the plan sponsor as to how our firm will be compensated. We do not reasonably expect to receive any other compensation. If we receive any other compensation for such services, we will disclose the services, amount, and payer of such compensation.

Status - Our firm is registered under the laws of the State of Arizona and we represent that we are not subject to any disqualification as set forth in Section 411 of ERISA. In performing fiduciary services, we are acting as a fiduciary of the Plan as defined in Section 3(21) under the Employee Retirement Income Security Act ("ERISA") for purposes of providing non-discretionary investment advice only.

Either party to the pension consulting agreement may terminate the agreement upon written notice to the other party. The pension consulting fees will be prorated for the quarter in which the termination notice is given and any unearned fees will be refunded to the client.

Financial Planning & Consulting Services

We offer financial planning services which typically involve providing a variety of advisory services to clients regarding the management of their financial resources based upon an analysis of their individual needs. Our services are either broad-based financial planning or consultations on specific Financial related topics. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives. Once we specify those long-term objectives (both financial and non-financial), we will develop shorter-term, targeted objectives. Once we review and analyze the information you provide to our firm we will present a plan to you, designed to help you achieve your stated financial goals and objectives. The plan presented may be written or interactive via a computer software program.

Financial plans are based on your financial situation at the time we present the plan to you, and on the financial information you provide to us. You must promptly notify our firm if your financial situation, goals, objectives, or needs change.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. If you decide to use Fleming Wealth Strategies, LLC to implement recommendations and have us actively manage and monitor your investments, you must sign a separate written agreement with our firm for asset management services.

We also offer consultations in order to discuss financial planning issues when you do not need a written financial plan. We offer a one-time consultation, which covers mutually agreed upon areas of concern related to investments or financial planning. We also offer "as-needed" consultations, which are limited to consultations in response to a particular investment or financial planning issue raised or requested by you. Under an "as-needed" consultation, it will be incumbent upon you to identify those particular issues for which you are seeking our advice or consultation on.

Types of Investments

We offer advice on mutual funds, exchange traded funds (ETF's), exchange-listed securities, securities traded over-the-counter, foreign issues, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities, US Government securities, options contracts on securities, and interest in partnerships investing in real estate, oil and gas interests, debt, and others. We also advise on annuities and life insurance.

Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship. You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing (email is ok).

Although we generally provide advice on the products previously listed, we reserve the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals, and objectives.

It is not our typical investment strategy to attempt to time the market, but we may increase cash holdings as deemed appropriate based on your risk tolerance and our expectations of market behavior. We do reserve the right to take a portfolio entirely to cash as well at any time. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations.

Assets Under Management

As of 10/31/2015 we manage \$27,293,999 in total client assets of which \$768,900 is on a non-discretionary basis.

Item 5 Fees and Compensation

Portfolio Management Services

Our fee for portfolio management services is based on a percentage of your assets we manage and is set forth in the following fee schedule:

<u>Assets Under Management</u>	<u>Maximum Annual Fee</u>
Assets less than \$250,000	1.25%
\$250,001 - \$2,000,000	1.00%
\$2,000,001 - \$5,000,000	0.75%
\$5,000,001 and above	0.50%

As a traditional asset management service all accounts in this program will be subject to transaction charges and/ or commission charged by the broker dealer acting as custodian for the account (LPL Financial currently serves as custodian for our client accounts). Fleming Wealth Strategies, LLC does not receive any portion of the transaction charges or commissions.

Our client's accounts are custodied at LPL Financial (LPL) in its capacity as a registered broker/dealer, member FINRA/SIPC or other Broker Dealer platforms approved by LPL. LPL is also an investment advisor registered with the SEC, but does not serve as an investment advisor for you through our investment management program. LPL provides clearing, custody, and other brokerage services for accounts established through our investment management service of your assets. Therefore, you are required to establish a brokerage account(s) through LPL's Strategic Wealth Management (SWM) platform or other Broker Dealer Platforms approved by LPL. Separate accounts are maintained for you, and you retain all rights of ownership of your accounts (e.g. the right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

Prior to engaging us to provide investment management services, you are required to enter into a formal investment advisory agreement with us setting forth asset management fees to be charged to your account and other terms and conditions and also a separate custodial/clearing agreement with LPL or other Broker Dealer platform approved by LPL.

Our annual portfolio management fee is billed and payable quarterly in advance based on the value of your account on the last day of the previous quarter.

If the portfolio management agreement is executed at any time other than the first day of a calendar quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client. Our advisory fee is negotiable, depending on individual client circumstances.

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. Combining account values may increase the asset total, which may result in your paying a reduced advisory fee based on the available breakpoints in our fee schedule stated above.

We will deduct our fee directly from your account through the qualified custodian holding your funds and securities. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

You may terminate the portfolio management agreement upon 30 days written notice to our firm (email is ok). You will incur a pro rata charge for services rendered prior to the termination of the portfolio management agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees. If you transfer your assets to another firm, LPL Financial will charge a transfer fee per account.

Financial Planning or Consulting Services

We charge an hourly fee of \$300 for financial planning or consulting services, which is negotiable depending on the scope and complexity of the plan, your situation, and your financial objectives. An estimate of the total time / cost will be determined at the start of the advisory relationship. In limited circumstances, the cost / time could potentially exceed the initial estimate. In such cases, we will notify you and request that you approve the additional fee.

At our discretion, we may offset our financial planning or consulting fees to the extent you implement the financial plan through our Portfolio Management Service.

You may terminate the financial planning or consulting agreement by providing written notice to our firm (email is ok). You will incur a pro rata charge for services rendered prior to the termination of the agreement.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities.

These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees / transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, please refer to the *Brokerage Practices* section of this brochure.

Compensation for the Sale of Securities or Other Investment Products

Timothy F. Fleming in providing investment advice on behalf of the firm is also a registered representative with LPL Financial LLC (hereinafter "LPL"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. Mr. Fleming in his capacity as registered representative will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by him in his capacity as registered representative is separate and in addition to our advisory fees. This practice presents a conflict of interest because Mr. Fleming in providing investment advice on behalf of the firm who is also a registered representative may have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. When appropriate, we may recommend the purchase of "no-load" funds. You are under no obligation, contractually or otherwise, to purchase securities products from Mr. Fleming.

Timothy F. Fleming in providing investment advice on behalf of the firm is also an investment adviser representative of LPL an independent registered investment advisory firm with investment adviser representatives. If you are a client of both our firm and LPL our services and fees are separate and apart from LPL's services and fees. This practice may present a conflict of interest because Mr. Fleming is also registered with LPL and may have an incentive to recommend LPL's services with the ability to earn fees as investment adviser representative of LPL. You are under no obligation, contractually or otherwise, to use Mr. Fleming in his separate capacity as investment adviser of LPL.

Timothy F. Fleming is also licensed as an insurance agent. Mr. Fleming will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by Mr. Fleming are separate and in addition to our advisory fees. This practice presents a conflict of interest because Mr. Fleming may have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products from Mr. Fleming.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, business owners, and other business entities.

In general, we require a minimum of \$250,000 to open and maintain an advisory account. At our discretion, we may waive this minimum account size. For example, we may waive the minimum if you appear to have significant potential for increasing your assets under our management. We may also combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts to meet the stated minimum. Additionally we reserve the right to terminate your account if it falls below a minimum size, which, in our sole opinion, is too small to effectively manage.

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

We will use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

We may use short-term trading and/or options as investment strategies when managing your account(s). None of these strategies are a fundamental part of our overall investment strategy, but we may use one or more occasionally when we determine that they are suitable given your stated investment objectives and tolerance for risk.

Fundamental Analysis - Involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company and its industry. The resulting data is used to measure the true value of the company's stock compared to the current market value.

- **Risk:** The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Cyclical Analysis - A type of technical analysis that involves evaluating recurring price patterns and trends. Economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions.

- **Risk:** The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Long-Term Purchases - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

- **Risk:** Using a long-term purchase strategy generally assumes the financial markets will go up in the long term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

Short-Term Purchases - securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities short-term price fluctuations.

- **Risk:** Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

Option Writing - A securities transaction that involves selling an option. An option is the right, but not the obligation, to buy or sell a particular security at a specified price before the expiration date of the option. When an investor sells an option, he or she must deliver to the buyer a specified number of shares if the buyer exercises the option. The seller pays the buyer a premium (the market price of the option at a particular time) in exchange for writing the option.

- **Risk:** Options are complex investments and can be very risky, especially if the investor does not own the underlying stock. In certain situations, an investor's risk can be unlimited.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Your custodian will default to the FIFO (First- In First-Out) accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

As disclosed under the *Advisory Business* section in this brochure, we recommend all types of securities and we do not necessarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with that investment.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Item 10 Other Financial Industry Activities and Affiliations

Registrations with Broker-Dealer

Persons providing investment advice on behalf of our firm are registered representatives with LPL, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Neither our firm nor any of our Associated Persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

Persons providing investment advice on behalf of our firm who are registered representatives of LPL will recommend LPL to you for brokerage services. These individuals are subject to applicable rules that restrict them from conducting securities transactions away from LPL unless LPL provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through LPL. It may be the case that LPL charges higher transactions costs and/or custodial fees than another broker charges for the same types of services.

If transactions are executed through LPL, these individuals (in their separate capacities as registered representatives of LPL) may earn commission-based compensation as a result of placing the recommended securities transactions through LPL. This practice presents a conflict of interest because these registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You may utilize the broker-dealer of your choice and have no obligation to purchase or sell securities through such broker that we recommend. However, if you do not use LPL, we may not be able to accept your account. Please see the *Fees and Compensation* section in this brochure for more information on the compensation received by registered representatives who are affiliated with our firm.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

We routinely recommend that you direct our firm to execute transactions through LPL. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

We may combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Item 13 Review of Accounts

Portfolio Management Services

Timothy F. Fleming, Managing Member of Fleming Wealth Strategies LLC will monitor your managed accounts on an ongoing basis and will conduct formal account reviews at least annually. We also require that clients meet with us annually to formally review their accounts. Account reviews include investment strategy and objectives review and making a change if strategy and objectives have changed.

Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals
- year-end tax planning
- market moving events
- security specific events, and/or
- changes in your risk/return objectives

We will not provide you with additional or regular written reports in conjunction with account reviews. You will receive trade confirmations and monthly or quarterly statements from your account custodian(s). You can choose to elect paperless reports for statements and confirmations.

Financial Planning Services

Financial planning services terminate upon the presentation of the plan. Our financial planning and consultative services do not include monitoring the investments of your account(s); therefore, there is no ongoing review of your account(s) or additional written reports under such services.

Item 14 Client Referrals and Other Compensation

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Please refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with LPL.

As disclosed under the *Fees and Compensation* section in this brochure, Timothy F. Fleming in providing investment advice on behalf of our firm is also a licensed insurance agent, and a registered representative/investment adviser representative with LPL, a registered investment adviser, securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. For information on the conflicts of interest this presents, and how we address these conflicts, please refer to the *Fees and Compensation* section.

Item 15 Custody

We do not take custody of your funds or securities. Your funds and securities will be held with a bank, broker dealer, or other independent, qualified custodian. We may have the authority to deduct our advisory fees from your account, but only if you previously consented to such deduction in writing.

As paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees when you specifically authorize us to do so. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. We will also provide statements to you reflecting the amount of advisory fees deducted from your account.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement and the appropriate trading authorization forms. You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Item 17 Voting Client Securities

Without exception, we will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$500 in fees six or more months in advance nor have we filed a bankruptcy petition at any time in the past ten years. Therefore, we are not required to include a financial statement with this brochure.

Item 19 Requirements for State-Registered Advisers

Refer to the Part(s) 2B for background information about management personnel and those giving advice on behalf of our firm.

Neither our firm, nor any persons associated with our firm are compensated for advisory services with performance-based fees. Please refer to the "Performance-Based Fees and Side-By-Side Management" section above for additional information on this topic.

Neither our firm, nor any of our management persons have any reportable arbitration claims, civil, self-regulatory organization proceedings or administrative proceedings.

Neither our firm, nor any of our management persons have a material relationship or arrangement with any issuer of securities.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality.

We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

Trade Errors

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. For accounts custodied at LPL Financial, if a profit results from correcting the trade, you will not retain the profit as all net gains (positive error accounts balances resulting from trade corrections).

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit. Moreover, we do not determine whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf.

Client Obligations

In providing services to you, we rely on the information you provide to our firm. We are not required to verify any information we receive from you or from any of your other professionals (accountant, attorney, etc.). You must promptly notify our firm if your financial situation, goals, objectives, or needs change. Upon your request, we may recommend the services of other professions to implement the advice we provide to you. You are not obligated to engage the services of any professional we recommend to you.

Business Continuity Plan:

Fleming Wealth Strategies, LLC has a business continuity and contingency plan in place designed to respond to significant business disruption. These disruptions can be both internal and external. Internal disruptions will impact our ability to communicate and do business, such as a fire in the office building. External disruptions will prevent the operation of the securities markets or the operations of a number of firms, such as earthquakes, flash floods, wildfires, hurricanes, terrorist attack or other wide scale, regional disruptions. Our continuity plan has been developed to safeguard employees lives and firm property, to allow a method of making financial and operational assessments, to quickly recover and resume business operations, to protect books and records, and to allow clients to continue transacting business.

The plan includes the following:

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

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

Timothy F. Fleming CFP®

Fleming Wealth Strategies, LLC

2155 W. Pinnacle Peak Road Suite 201
Phoenix, AZ 85027

480-265-9119

www.flemingwealthstrategies.com

October 31st, 2015

Form ADV Part 2B
Disclosure Brochure Supplement

This brochure supplement provides information about Timothy F. Fleming that supplements the Flemings Wealth Strategies LLC brochure. You should have received a copy of that brochure. Please contact us at 480-265-9119 if you did not receive Flemings Wealth Strategies LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about Timothy F. Fleming is available on the SEC's website at www.adviserinfo.sec.gov.

Form ADV Part 2B Brochure Supplement for Timothy F. Fleming

Item 2 Educational Background and Business Experience

The business background information provided below is for the last five years.

Financial Adviser: Timothy F. Fleming

Year of Birth: 1974

Education:

- University of Arizona, Degree = Finance, 1997 Business Background
- Fleming Wealth Strategies LLC, Managing Member and Investment Adviser Representative, 06/2010 to Present
- LPL Financial, Registered Representative/Investment Adviser Representative, 06/2010 - Present
- Charles Schwab Bank, Vice President, 02/2005 to 06/2010
- Charles Schwab & Co., Inc., Vice President, 06/2003 to 06/2010

Certifications: CFP®:

The CERTIFIED FINANCIAL PLANNER, CFP® and federally registered CFP® (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP® Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 63,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

Education - Complete an advanced college-level course of study addressing the financial planning subject areas that CFP® Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP® Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;

Examination - Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;

Experience - Complete at least three years of full-time financial planning-related experience (or the equivalent measured as 2,000 hours per year); and

Ethics - Agree to be bound by CFP® Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

Continuing Education - Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and

Ethics - Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care.

This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP® Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3 Disciplinary Information

Mr. Timothy F. Fleming has no required disclosures under this item.

Item 4 Other Business Activities

Timothy F. Fleming in providing investment advice on behalf of the firm is also a registered representative with LPL Financial LLC (hereinafter "LPL"), a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. Mr. Fleming In his capacity as registered representative will receive commission-based compensation in connection with the purchase and sale of securities, including 12b-1 fees for the sale of investment company products. Compensation earned by him in his capacity as registered representative is separate and in addition to our advisory fees. This practice presents a conflict of interest because Mr. Fleming in providing investment advice on behalf of the firm who is also a registered representative may have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. When appropriate, we may recommend the purchase of "no-load" funds. You are under no obligation, contractually or otherwise, to purchase securities products from Mr. Fleming.

Timothy F. Fleming in providing investment advice on behalf of the firm is also an investment adviser representative of LPL an independent registered investment advisory firm with investment adviser representatives. If you are a client of both our firm and LPL our services and fees are separate and apart from LPL's services and fees. This practice may present a conflict of interest because Mr. Fleming is also registered with LPL and may have an incentive to recommend LPL's services with the ability to earn fees as investment adviser representative of LPL. You are under no obligation, contractually or otherwise, to use Mr. Fleming in his separate capacity as investment adviser of LPL.

Timothy F. Fleming is also licensed as an insurance agent. Mr. Fleming will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by Mr. Fleming are separate and in addition to our advisory fees. This practice presents a conflict of interest because Mr. Fleming may have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products from Mr. Fleming.

Although not investment related, Mr. Fleming funds a cycling team for various cycling races and charity rides in Arizona. He is an owner and member of Eatmore Cheesecake, LLC ("EC"). EC oversees cycling teams, a cycling website, and various group cycling rides organized in Arizona. Sponsorship fees may be paid to EC for cycling- related activities. Teams are equipped with a marketing cycling kit that displays "Fleming Wealth Strategies."

Item 5 Additional Compensation

Please refer to the *Other Business Activities* section above for disclosures on Mr. Fleming's receipt of additional compensation as a result of his activities as a registered representative/investment adviser representative of LPL, a licensed insurance agent, and owner of Eatmore Cheesecake. Also, please refer to the *Fees and Compensation* section and the *Client Referrals and Other Compensation* section of Fleming Wealth Strategies, LLC's firm brochure for additional disclosures on this topic.

Item 6 Supervision

Timothy F. Fleming is the Managing Member and sole investment adviser representative of Fleming Wealth Strategies, LLC; therefore not supervised by another person. Timothy F. Fleming is the chief compliance officer of Fleming Wealth Strategies, LLC.

Timothy F. Fleming can be reached at 480-265-9119.

Item 7 Requirements for State Registered Advisers

Timothy F. Fleming does not have, nor has he ever had, any reportable arbitration claims. Mr. Fleming has not been found liable in a reportable civil, self-regulatory organization or administrative proceeding, and has not been the subject of a bankruptcy petition.