

W3 Wealth Advisors LLC.

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Akron, OH 44333
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February 21, 2020

This Brochure provides information about the qualifications and business practices of W3 Wealth Advisors LLC. (“W3” “Advisor”, “us”, or we”). If you have any questions about the contents of this Brochure, please contact us at (330) 836-3805 or via e-mail [at Frank2@w3wealth.com](mailto:Frank2@w3wealth.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.

W3 Wealth Advisors LLC. is a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information that you may use to determine whether to hire or retain them. Additional information about W3 Wealth Advisors LLC. is available at www.w3wealth.com and on the SEC’s web site at www.adviserinfo.sec.gov. This document has been filed with the State of Ohio and will be given to each new prospective client as required by Ohio Rules.

Item 2 - Material Changes

This section would include only *specific material changes* made to the ADV Part 2A Brochure dated 3/31/2019 previously filed with the state of Ohio and given to our clients. Certain sections of this Brochure dated 2/21/20 have been updated; however, such changes have been deemed to be immaterial in nature and have therefore been omitted from this summary

Pursuant to SEC and State of Ohio Rules we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year which is December 31st. We will provide other ongoing disclosure information about material changes as necessary. We will also provide you with a new Brochure, as necessary, based on changes or new information. Currently, our Brochure may be requested at any time, without charge, by contacting us at (330) 836-3805 or via email at Frank2@w3wealth.com.

You can search this site by using a unique identifying number, known as a CRD number. The CRD number for W3 Wealth Advisors LLC is #129549. The SEC's web site also provides information about any persons affiliated with W3 Wealth Advisors LLC who are registered, or are required to be registered, as investment adviser representatives of W3 Wealth Advisors LLC.

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Item 4 - Advisory Services and Fees

W3 Wealth Advisors, LLC was formed as an Ohio LLC on December 1, 2001. The Firm is 100% owned by W3 Global LLC., an Ohio LLC.

W3 Global LLC is owned 71.4% by Crescendo Capital, LLC., 25.3% by Frank Pat Bevilacqua, and 3.3% by Jonathan Lapine. Crescendo Capital, LLC. is an Ohio LLC owned 50% by Frank P. Bevilacqua II and 50% by Shelby Morgan. Crescendo Capital, LLC, Frank Pat Bevilacqua, Jonathan Lapine, Frank P. Bevilacqua II and Shelby Morgan are the indirect owners of W3 Wealth Advisors, LLC.

All of the above noted individuals are registered as investment advisors of W3. Mr. Frank Pat Bevilacqua is also a principal owner of the CPA firm W3 Global Accounting, LLC. which is an advisory affiliate of W3 Wealth Advisors, LLC. W3 Wealth Advisors, LLC offers services covering the areas of financial planning and the selection of asset managers through Valmark Advisers Inc.'s managed account program. W3 acts in a fiduciary capacity under Section 206 of the Advisers Act in all dealings with its clients. We do not directly manage assets on a discretionary or non-discretionary basis. A description of our services is listed below.

Financial Planning

Financial planning clients will be required to furnish certain records and documents to us for our review. These documents may include your tax returns, current financial specifics including W2s or 1099s, information on current retirement plans and insurance provided by your employer, mortgage information, insurance policies, statements reflecting current investments in retirement and non-retirement accounts, copies of wills or trusts, and other documents that may be deemed pertinent and requested by W-3. Upon receipt of these documents, we will review your current financial situation and make recommendations based on your current situation, expectations, investment objectives and investment time horizon. At the same time your risk tolerance (or ability to live comfortably with risk in association with their investments) will be taken into account. A written plan will then be presented to you along with an outline of suggestions to improve the current financial situation as well as suggested steps to help reach investment goals. Specific Planning areas could include:

- Retirement planning
- Education planning
- "Windfall" planning
- Asset allocation
- Estate planning
- Special needs planning
- Asset management
- Tax planning
- Insurance needs analysis
- Other areas of importance to the Client

The financial plan chosen may be “comprehensive” or “modular” in structure. A comprehensive plan would focus on all areas listed that are pertinent to the Client. A modular plan would focus on only one or two areas of particular interest such as retirement or education planning.

Other areas of concern to the Client may be reviewed by us or outsourced to other experts for their review (only with prior approval of the Client). The financial plan may include specific financial and investment strategies as well as specific product recommendations, including equity, fixed income and insurance products. In all matters, W3’s planning services are analytical and advisory only and do not include legal or other professional services unless specifically stated. We will work with your legal, accounting, insurance or other professional advisors to ensure the coordination of all pieces involved in the financial planning and/or estate planning process.

Managed Account Programs through Valmark Advisers, Inc.

A full selection of managed account programs is available through our association with Valmark Advisers, Inc. and the programs and fees will be described in detail in their Form ADV, Part 2A along with the third-party money manager’s Form ADV, Part 2A. Any W3 Wealth Advisors representative offering managed account programs will do so as an investment advisor representative registered with Valmark Advisers, Inc. No technical securities analysis will be performed by us as that task is being left to the money managers chosen by us and recommended to our clients.

When suitable, our advisors may recommend clients consider managed account programs offered through Valmark, wherein clients' assets are allocated to several asset classes. Clients may select a managed account program wherein assets are allocated to different fund choices or assets may be invested with different portfolio managers for separate account investment management. Minimum account size for the managed account programs may vary and may be negotiable at the discretion of the money manager. Valmark's Platform allows our clients access to various non-affiliated investment advisors that offer wrap account, asset allocation or asset management services. Wrap accounts charge one “wrap” fee (which in some circumstances may be negotiable) to encompass all advisory and transaction related costs associated with the account. However, the wrap fee does not cover incidental fees such as wire charges or other non-investment related charges. Each client who chooses to invest through a wrap account will be provided that product’s “Wrap Brochure”, which provides detailed information on the products' investment objectives, associated costs and how such costs are charged.

Item 5 - Fees and Compensation

Fees for the financial plan are based on an hourly rate of up to \$200/hour or a mutually agreed upon flat fee which is negotiable with each client based upon the complexity of the plan requested, the composition and complexity of the client's assets and the requirements of assisting the client. The adviser will prepare financial plans and reports for clients. He will have no limit on the number of accounts he may work with as long as time and resources allow for continued growth. Clients will meet with either their financial planning representative, or an alternative representative on at least an annual basis (more often should the Client choose) to review their financial plan and its implementation. At no time is the Client under any obligation to implement (with W3 or with any other firm) any or all of the suggestions as outlined in the financial plan. Implementation is solely at the Client's discretion. It is the responsibility of the Client to notify us of any changes to their financial situation or objectives that may impact the focus of the financial plan. You will pay the referenced hourly rate or negotiated fee as set forth in the Financial Planning Agreement. This hourly rate covers all services by W3 including all meetings, phone consultations, retirement projections and research projects. This hourly rate is subject to review and increase each year. Fees will be billed directly to you (and not deducted from your account), and you agree to pay all fees within 30 days of receipt of an invoice from us. Minimum account size for financial planning clients is \$50,000 in investable assets.

INVESTMENT ADVISORY SERVICES AND FEES

The fee charged for any of the various third-party managed account programs and asset allocation programs effected through Valmark Advisers, Inc. as described above will be calculated as described within Form ADV Part 2A of Valmark Advisers, Inc. and/or the selected third-party asset manager or managed account program provider. Fees are not charged on the basis of a share of capital gains or upon capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205(a) (1)). You may pay fees for custodial services, account maintenance, transaction fees and other fees associated with maintaining an account. We do not share in any portion of such fees. In addition, you may buy securities (e.g., mutual funds, exchange-traded funds, etc.) outside of these Programs without incurring the Program fees.

Under each of these options, clients have the opportunity to place reasonable restrictions or constraints on the way their account is managed. You will receive a statement at least quarterly from the custodian of your account, detailing all transactions and advisory fees deducted from the account for that calendar quarter. It is your responsibility to verify the fees deducted, as the custodian does not do so. At W3's sole discretion, investments for which the related persons of the Adviser may receive commissions may be recommended to implement the client's financial needs. If the client, at the client's sole discretion, chooses to purchase such products from the related persons of the Adviser, the amount of future financial planning fees charged may be reduced.

General Information on Fees

The Client may choose to use the programs individually or in combination. They are not restricted to only financial planning, for example. Account minimums and hourly fees are negotiable at the Adviser's discretion. Services provided may be available from other providers for lesser fees.

You or W3 may cancel the Agreement at any time with written notice to the other. In the event that the Client wishes to cancel the Agreement prior to any services being performed, any advance payments shall be fully refunded. If the Client cancels the Agreement after Adviser has begun the services requested, the Client shall be charged for the services completed and the remainder of any advance payments, if any, shall be refunded to the Client within 30 days of the written request. Should the Client terminate the Agreement within five business days after signing, no charges or penalties will be assessed. Client will be responsible for any fees or charges incurred by client from third parties as a result of maintaining the account or for any securities transactions executed.

Item 6 - Performance Fees and Side by Side Management

We do not charge any performance-based fees. These are fees based on a share of capital gains on or capital appreciation of the assets in your account. The fee charged for any of the programs listed is calculated as described within Form ADV, Part 2A and is not charged on the basis of a share of capital gains or upon capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205(a)(1)).

Item 7 - Types of Clients

W3 Wealth Advisors LLC provides investment advisory services to: individuals pension plans, charitable organizations, corporations and other businesses.

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

We do not perform technical securities analysis as that task is being left to third party money managers. We use the fundamental method of investment analysis. In order to perform this analysis, multiple resources may be used, such as: Moody's, Morningstar; financial newspapers and magazines; annual reports; prospectuses; Securities and Exchange Commission filings; and, independent third-party research materials. Timing or other non-fundamental matters may be considered in making investment recommendations. Other sources such as opinions of other investment advisers or other professionals may also be consulted.

We cannot guarantee our analysis methods and recommendations will yield a return. We may recommend investing in securities and various investment or insurance products which involve risk of loss. Such investment recommendations are subject to various market, currency, economic, political and business risks.

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 us or the integrity of our management. We have no such disciplinary events to disclose.

Item 10 - Other Financial Industry Activities or Affiliations

Related persons of W3 are involved in other business activities including that of selling products or services other than investment advice to clients. The principal executive officer and certain employees of the Adviser are also registered representatives of Valmark Securities, Inc. Member NASD/SIPC, 130 Springside Drive, Suite 300, Akron, OH 44333-2431 800-765-5201; and investment advisors for third party money management from Valmark Advisers, an SEC registered investment adviser, 130 Springside Drive, Suite 300, Akron, OH 44333-3431 800-765-5201. These principals and staff members of the Adviser are also insurance brokers for Executive Insurance Agency, Inc., Akron, Ohio as well as other insurance companies.

These other industry affiliations cause an inherent conflict of interest as the registered persons would earn reasonable and customary commissions and/or 12b-1 fees on the sale of insurance, advisory or securities products. The commissions will be outlined in the product's prospectus (if sold by prospectus) or described to the Client in detail before the product is sold. Clients are advised that they are not required to effect securities transactions through these broker/dealers and may use any broker/dealer they choose. Clients are also under no obligation to act upon any of the Adviser's recommendations. The same or similar services may be available through other firms or individuals at the same, higher, or lower prices. Financial planning services are offered by W3 Wealth Advisors and not by Valmark Securities, Inc.

Item 11 - Code of Ethics

W3 has in place Ethics Rules (the “Rules”), which are comprised of the Code of Ethics and Insider Trading policies and procedures. The Rules are designed to ensure that W3's personnel (i) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; (ii) at all times place the interests of our clients first; (iii) disclose all actual or potential conflicts; (iv) adhere to the highest standards of loyalty, candor and care in all matters relating to its clients; (v) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and (vi) not use any material non-public information in securities trading.

The Rules also establish policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information. Under the general prohibitions of the Rules, W3's personnel may not: 1) effect securities transactions while in the possession of material, non-public information; 2) disclose such information to others; 3) participate in fraudulent conduct involving securities held or to be acquired by any client; and 4) engage in frequent trading activities that create or may create a conflict of interest, limit their ability to perform their job duties, or violate any provision of the Rules.

W3's personnel are required to conduct their personal investment activities in a manner that we believe is not detrimental to advisory clients. Personnel are not permitted to transact in securities except under circumstances specified in the Code of Ethics. However, as described below, there may be circumstances where W3 or its personnel may buy and sell on behalf of its clients, securities of issuers or other investments in which they own securities or otherwise have an interest.

The policy requires all Access Persons (defined as investment personnel, which includes portfolio managers, assistant portfolio managers, research analysts and trading room personnel, officers of W3, and other designated persons) to report all personal transactions in securities not otherwise exempt under the policy. All reportable transactions are reviewed for compliance with the Code of Ethics. The Ethics Rules are available to clients and prospective clients upon request.

Privacy

We are committed to safeguarding your confidential information and hold all personal information provided to it in the strictest confidence. These records include all personal information that we collect from you or receive from other firms in connection with any of the financial services they provide. We also require other firms with whom we deal with to restrict the use of your information. Our Privacy Policy is available upon request.

Item 12 - Brokerage Practices

Soft Dollars

We do not receive any soft dollars from broker-dealers, custodians or third-party money managers.

Additional Compensation

Associated individuals, in their capacity as a registered representative with Valmark Securities, Inc., an investment advisor representative with Valmark Advisers, Inc., or as an insurance agent would receive additional compensation for those services. These activities and compensation are separate from financial planning or advisory services through W-3. We do not receive additional compensation for directing clients to specific investment managers, broker-dealers, or insurance companies except as disclosed in section 14 below.

Research

We may receive access to product research, services, technology and other educational information to help us operate efficiently, grow our business, and deliver exceptional service to our clients. We may receive some or all of these from Valmark Securities, Inc. or other investment companies. Our clients are not charged for any of these services and the information received may be used to benefit all of our clients.

Brokerage for Client Referrals

We do not receive any compensation or incentive for referring you to broker-dealers for brokerage trades; however, Valmark may receive compensation in addition to referral fees and investment advisory fees if you implement your financial plan through them. Clients of W3 may also be clients of Valmark, the broker dealer. Clients of this nature should be aware that Valmark maintains special compensation relationships with a variety of providers. These relationships may be termed "revenue sharing", "special compensation", "marketing allowances", or "due diligence compensation." Valmark in exchange for such payments furnishes the providers with support assistance in many forms, including increased access to representatives regarding marketing, product promotion, training, and education.

Associated persons of W-3 receive additional compensation for sales of insurance products. In addition, "Override" compensation is paid to Valmark Securities by some insurance carriers and other financial service providers. Override compensation is based upon such factors as aggregate policy premiums paid to a carrier from sales by all member offices and aggregate assets placed under financial management from sales by all member offices. The amount of compensation varies among products and carriers.

Directed Brokerage

If you elect to implement recommendations through your advisor, in their capacity as a registered representative of Valmark Securities, Inc. or investment advisor representative of Valmark Advisers, Inc., we will generally direct you to use Valmark Securities, Inc. and its clearing firm as the broker-dealer and custodian. You are under no obligation to implement recommendations made in your financial plan through us. We have a fiduciary duty to you and must act in your best interest. All fees, expenses, brokerage and trading practices, and best execution practices are disclosed in the agreements you complete with Valmark Advisers, Inc. or Valmark Securities, Inc. and are separate from the activities of W3.

Item 13 - Review of Accounts

Accounts will be reviewed at least quarterly and more frequently should market conditions or the Client's financial situation warrant such. Quarterly performance reports will be prepared by the investment adviser/money manager (not W3) and will be sent to Clients. Custodians for the Clients' accounts will also mail statements to the Clients at least quarterly (and more frequently should there be transactions in the account) listing all transactions and fees charged directly to the Client's account for the time period. These fees should be reviewed by the Client, as it is not the Custodian's duty to do so. Adviser may review performance reports with the Clients during a telephone or face-to-face meeting.

W3 will provide quarterly reviews of the Client's advisory accounts and will provide semi-annual performance and asset allocation summaries to the Client. Should changes need made to the Client's portfolio on a quarterly basis, the Client will be contacted by phone for a review. Quarterly meetings may not be needed in all cases, but at a minimum, an annual meeting is expected to be held with all Clients.

Item 14 - Client Referrals and other Compensation

We do not receive any compensation or incentive for referring you to broker-dealers for brokerage trades; however, Valmark may receive compensation in addition to referral fees and investment advisory fees if you implement your financial plan through them as detailed in item 12.

We may receive access to product research, services, technology and other educational information to help us operate efficiently, grow our business, and deliver exceptional service to our clients. We may receive some or all of these from Valmark Securities, Inc. or other investment companies. Our clients are not charged for any of these services and the information received may be used to benefit all of our clients. We do not directly or indirectly pay any person for making client referrals to us.

Item 15 - Custody

We do not have custody of any accounts. We provide fee based financial planning services. We do not debit financial planning fees from any advisory account you may hold. We will invoice you directly for any fee due.

Item 16 - Investment Discretion

We do not have discretionary authority to determine without obtaining your specific consent, the securities to be bought or sold and/or the amount of securities to be bought or sold for any of your investment accounts. If you elect to implement recommendations through your advisor, in their capacity as an investment advisor representative of Valmark Advisers, Inc. a separate asset management agreement will be entered into governing the relationship, terms, and conditions. This relationship and agreement are separate from the services provided by W-3.

Item 17 - Voting Client Securities

We do not have any authority to and do not vote proxies on behalf of our advisory clients. You, or in some cases, your third-party money manager retains the responsibility for voting proxies for any and all securities maintained in your portfolios.

Item 18 - Financial Information

The Firm does not collect Fees in excess of \$500 more than 6 Months in advance; does not have discretionary authority of any client accounts; does not have any financial commitment that would impair its ability to meet any contractual or fiduciary obligations to its clients; nor has the Firm been the subject of any bankruptcy proceeding.

Item 19 - Requirements for State Registered Advisers

The principal executive officer of W3 is Frank P, Bevilacqua II, - CRD #4784575

Date of Birth: 12/5/1975

Business Background

- Partner, W3 Wealth Management, 4/2004 to Present
- Chief Compliance Officer, W3 Wealth Advisors, LLC 1/2014 to Present
- Investment Advisor Representative, W3 Wealth Advisors, LLC, 3/2004 to Present
- Registered Representative, Valmark Securities, Inc., 3/2004 to Present
- Investment Advisor representative, Valmark Advisers, Inc., 3/2004 to Present
- Representative, Rizzo Investments, 1/2004 to 12/2008
- Financial Analyst, Owens Corning, Toledo, OH 9/2001 — 3/2004
- Cost Accountant, Optical Coating Laboratory, Santa Rosa, CA, 1/2001 - 8/2001
- Cost Analyst, Owens Corning, Santa Clara, CA, 2/2000 — 11/2001
- Financial Analyst, Owens Corning, Toledo, OH, 7/1999 — 2/2000

Education

Bowling Green State University, BSBA — Finance, Accounting & International Business, 1999

Examinations and Professional Designations:

CPA - Certified Public Accountant

CFP - Certified Financial Planner

Series 7 General Securities Representative

Series 63 Uniform Securities Agent State Law Exam

Series 66 Investment Advisory Representative

Other Business Activities

Frank Bevilacqua is an Investment Advisor Representative of Valmark Advisers, Inc., an SEC registered investment advisor; a Registered Representative of Valmark Securities, Inc., a broker dealer; and an insurance agent affiliated with Executive Insurance Agency, Inc. All of these entities are under common ownership, management and control of Valmark and are separate from W-3.

As an Investment Advisor Representative of Valmark Advisers, Inc., Mr. Bevilacqua is eligible to receive advisory fees for advisory services offered through Valmark Advisers, Inc. As a Registered Representative of an affiliated broker dealer, Valmark Securities, Inc., Mr. Bevilacqua is eligible to receive normal commissions associated with securities sales. Mr. Bevilacqua is also eligible to receive insurance commissions surrounding the sales of insurance products sold through the affiliated insurance agency, Executive Insurance Agency, Inc. All such fees received by Mr. Bevilacqua are separate from fees earned for work with W-3.

Mr. Bevilacqua will spend approximately 75% of his time on these other activities and the balance on the activities of the Adviser.

Requirements for State Registered Advisers

State registered investment advisers are required to disclose the material facts regarding the involvement of the RIA or its management persons in certain civil, self-regulatory organization or administrative proceedings, arbitration awards or findings, or bankruptcy proceedings. The Firm and its management persons have no such information to disclose in relation to this item.