

EntrepreneurShares, LLC

ADV PART 3 – March 31, 2025

INTRODUCTION

EntrepreneurShares (“ERShares,” the “Firm,” “we,” “us,” or “our”) is an SEC-registered independent investment advisor incorporated in the State of Massachusetts. Investment advisory fees and brokerage services fees differ, and it is important for you to recognize and 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?

ERShares offers retail investors Small-cap and Large-cap strategies and a global fund to provide positive alpha and upside capture for its clients, with a minimum investment amount determined on a case-by-case basis. EntrepreneurShares, LLC manages separately managed accounts (“SMAs”) using its proprietary ERShares portfolio strategies, which seek long-term capital appreciation. These strategies include the ERShares U.S. Small Cap Strategy, U.S. Large Cap Strategy, Global Entrepreneurs Strategy, Entrepreneurs Strategy, and NextGen Entrepreneurs Strategy. Each strategy focuses on identifying companies that demonstrate strong entrepreneurial characteristics and are benchmarked against indices such as the Russell 2000, S&P 500, and MSCI World Index. ERShares also develops and maintains the Entrepreneur 30 Index and the Entrepreneur Non-US Small Cap Index. In addition to SMAs, ERShares serves as sub-advisor to the ERShares Global Entrepreneurs Mutual Fund (ENTIX), where it is responsible for the day-to-day management of the portfolio. ERShares also participates in Unified Managed Account (“UMA”) programs by providing model portfolios and ongoing updates, though it does not have discretionary authority or process transactions for UMA assets. ERShares manages separately managed accounts for both retail and high net worth individuals,

FOR ADDITIONAL INFORMATION, please see [ERShares’s ADV Part 2A](https://adviserinfo.sec.gov/firm/summary/153615) (<https://adviserinfo.sec.gov/firm/summary/153615>), Item 4 concerning the advisory services we offer and Item 7 for the types of clients we serve.

Conversation Starter

- **Given my financial situation, should I choose an investment advisory service? Why or why not?**
- **How will you choose investments to recommend to me?**
- **What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?**

WHAT FEES WILL I PAY?

As compensation for its services, ERShares charges a percentage of the market value of the assets it manages. The fees are based on an annual percentage rate applied to the market value of the portfolio on a quarterly basis, and in some cases, monthly. Clients may choose to be invoiced, or ERShares can direct debit from the client’s custodial account, either quarterly or monthly, in advance or in arrears. In most cases, the fees are calculated based upon the market value of the portfolio at the end of each quarter/month, although some accounts are billed based upon the market value of the portfolio at the beginning of the quarter. The timing of calculations is determined in the services agreement before services begin. One-fourth in the case of quarterly billing or, in the case of the monthly-billed clients, one-twelfth of the annual fee is then billed to the client for services performed during that quarter or month. For clients billed at the beginning of each quarter, and in the event that a client terminates their investment advisory contract prior to the end of the quarter, the fee will be recalculated from the beginning of the quarter to the termination date; any difference between what was paid and the new fee will be returned to the client. For clients billed at the end of each quarter, and in the event that a client terminates their investment advisory contract prior to the end of the quarter, the fee will be pro-rated for the partial period that the account was under management. The management agreement runs for an initial period of one year and quarterly thereafter. The agreement generally may be terminated by either party without penalty upon 30 days’ written notice. If an account is terminated prior to the end of the quarter, the fee for the remainder of the quarter will be refunded. Fees paid to ERShares are for Investment Management Services only. The fees do not include, for example, fees charged by third parties such as third-party managers or accountants and attorneys assisting with providing the client with accounting and legal advice. Commissions on transactions and other account fees will also be charged by brokerage firms in accordance with the account’s brokerage or custodial firm’s normal commission schedule. See Item 12, Brokerage Practices, for additional information. Prospective clients should be aware that in addition to ERShares’ advisory fees, each exchange-traded fund or mutual fund

in which a client's assets are invested also pays its own advisory fees and other internal expenses, which have already been deducted from the fund's reported performance.

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.

Conversation Starter:

- **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?**

WHAT ARE YOUR LEGAL OBLIGATIONS TO ME WHEN ACTING AS MY INVESTMENT ADVISER? HOW ELSE DOES YOUR FIRM MAKE MONEY AND WHAT CONFLICTS OF INTEREST DO YOU HAVE?

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:

- Investors in the ERShares Global Mutual Fund or any of ERShares' Proprietary Strategies may lose money. The Strategies are intended for investors who are willing to withstand the risk of short-term price fluctuations in exchange for potential long-term capital appreciation. There are risks associated with the types of securities in which the Strategies invest.
Clients should be aware that the receipt of economic benefits by ERShares described in Form ADV Part 2a Item 10, in and of itself creates a potential conflict of interest and may directly or indirectly influence ERShares' recommendation of those service providers for custody and brokerage services.

FOR ADDITIONAL DETAILS WITH RESPECT TO ERSHARES' CONFLICTS OF INTEREST WITH RETAIL CLIENTS AND OUR ADOPTION OF A CODE IN MEETING OUR FIDUCIARY DUTY TO OUR CLIENTS, please see [ERShares' ADV Part 2A](#) (see Internet address above), Item 10 and Item 11, respectively.

Conversation Starter:

- **How might your conflicts of interest affect me, and how will you address them?**

HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?

ERShares' financial professionals are compensated with salary and discretionary bonuses.

DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE LEGAL OR DISCIPLINARY HISTORY?

No disciplinary actions against ERShares or any of its employees. Please go to investor.gov/CRS for a free and simple search tool to research our financial professionals

Conversation Starter:

- **As a financial professional, do you have any disciplinary history? For what type of conduct?**

ADDITIONAL INFORMATION

You can find additional information about ERShares and the services we offer on the SEC's website at www.adviserinfo.sec.gov by clicking on the FIRM tab and then searching CRD #**153615**. Also, you may visit our website at www.ershares.com. To request a copy of our ADV Part 2A, Form CRS, and Privacy Notice, you may call (617)-279-0045 or email us at info@ershares.com.

Conversation Starter:

- **Who is my primary contact person? Is he or she 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?**