

### Item 1. Introduction

Criterion Capital Advisors, LLC (“CCA,” “firm,” “we,” “us,” and “our”) is an investment advisor registered with the United States Securities and Exchange Commission. Brokerage and investment advisory services and fees differ and it is important that you understand the differences. Please note that free and simple tools are available to research advisory and brokerage firms and their associated financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisors, and investing.

### Item 2. Relationships and Services

#### What investment services and advice can you provide me?

We offer investment and wealth management services, financial planning and consulting services, and retirement plan consulting services to our clients.

Our investment and wealth management services include a review of your unique financial circumstances and the design and management of a customized investment portfolio. These services are offered as part of a “wrap fee program” sponsored and managed by our firm, or under an unbundled fee arrangement. We will directly invest your portfolio and/or strategically allocate your assets to certain independent investment managers (“Independent Managers”) that have been vetted by our firm under the program. We will monitor your account regularly (including any assets managed by Independent Managers), suggesting and making changes to your holdings as we believe to be appropriate. You can choose an arrangement that allows us to buy and sell investments without obtaining your consent prior to each transaction (a “discretionary account”) or an account in which we must obtain your consent in advance of executing any proposed transaction(s) (a “non-discretionary account”). You may impose reasonable restrictions on our ability to invest in certain securities or types of securities within your account, so long as your restrictions do not frustrate our management of your account. We will review your account at least annually and provide you with a range of financial planning services, as further described below.

Our financial planning and consulting services are designed to assist you in managing your financial affairs and are offered either as part of our investment and wealth management services or on a stand-alone basis. If you request comprehensive financial planning, we will review your overall financial situation and assets, risk profile, investment time horizon, and investment goals and provide you with a written financial plan. We also offer topical consultations aimed at specific financial matters (i.e., retirement, estate, tax, or business planning, investment consulting and due diligence, etc.), transactions, or investments selected by the client. In a topical engagement, we will provide you with a written summary of recommendations and action items regarding the selected financial matters. Investment and wealth management services clients will receive periodic updates and reviews of their financial plans and will make the ultimate investment decision regarding all assets held outside of their investment accounts under our management. Clients who engage these services on a stand-alone basis receive updates and

reviews of their written financial plan/report only as specifically agreed with our firm and will make all investment decisions.

Our retirement plan consulting services may include any of the following services, as selected by the client: plan design and strategy, plan review and evaluation, executive planning and benefits, investment selection, plan fee and cost analysis, plan committee consultation, fiduciary and compliance, and participant education. The client (plan or its named fiduciary) always makes the ultimate investment decision when engaging us for these services.

CCA primarily advises clients regarding investments in mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities, annuities, and the selection of Independent Managers. On occasion and where appropriate, we may also recommend private placement securities. We may also advise you on legacy assets held in your portfolio and other held away assets, such as variable products (annuities and life insurance), assets held in employer sponsored retirement plans, or qualified tuition plans (i.e., 529 plans). We have a minimum opening account size of \$500,000 requirement to open and maintain an advisory relationship. *More detailed information about our advisory services is contained in our Form ADV Part 2A “Firm Brochure” at Items 4 and 7 and our Form ADV Part 2A “Wrap Brochure” at Item 4.*

**Conversation Starter:** Ask us:

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

### Item 3. Fees, Costs, Conflicts, and Standard of Conduct

#### What fees will I pay?

Wealth and investment management services clients pay annual asset-based fees calculated based upon a percentage of the value of their assets under CCA’s management. For accounts managed through our wrap fee program, as well as accounts managed outside of our wrap fee program, these fees range from 0.75% to 1.00% per year. The annual fee is prorated and charged quarterly, in advance, based upon the market value of the client’s account on the last day of the previous billing period. Non-actively managed assets and assets held away from your investment accounts are typically subject to reduced asset-based fees.

Where you elect a wrap fee arrangement, the wrap fee you pay includes the costs of our investment advice and most transaction costs and fees incurred in your account at the broker. We also offer accounts where you pay us only for the costs of our investment advice and separately pay transactions costs to the broker (an “unbundled fee arrangement”). Election of a wrap fee based account may cost you more or less than purchasing advisory and brokerage services separately. The level of trading activity in your account (and the associated fees and commissions charged) and the types of holdings in your account, among other factors, will determine the relative cost of our wrap

fees versus an unbundled fee arrangement. You should consider these and other factors when electing a fee arrangement with our firm.

Our wrap fee does not cover the following: fees for trades executed away from our recommended broker-dealer, mark-ups and mark-downs, Independent Manager advisory fees, fees charged by alternative investments, reporting charges, margin costs, charges imposed directly by any mutual fund or ETF in a client's account, fees and commission for assets held away, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees. Unbundled fee accounts will also separately pay all customary transactions costs and commissions to the broker. Where an asset-based fee applies, the more assets you have in your portfolio management account the more you will pay us, thus creating an incentive for us to encourage you to increase and/or maintain the level of assets in your account.

We charge fixed fees (typically ranging from \$1,000 - \$10,000) for stand-alone financial planning and consulting services. These fees are typically paid 50% upon our engagement, with the balance due upon delivery of the written financial plan or report to the client. Investment and wealth management clients typically receive financial planning and consulting services at no additional cost over their asset-based fees, or at a reduced cost. Fees for retirement plan consulting services are tailored based on the specific services requested by the client, and may include fixed fees or asset-based fees (either wrap fees or unbundled fees) as described above.

**You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.** *More detailed information about our advisory fees is contained in our Firm Brochure at Item 5 and our Wrap Brochure at Item 4.*

**Conversation Starter:** Ask us: “*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 advisor? How else does your firm make money and what conflicts of interest do you have?**

*When we act as your investment advisor, 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:*

Example 1: The value of your asset-based advisory fee account goes up, and while the annual percentage we charge may stay the same, the total compensation you pay us goes up proportionately.

Example 2: Your account value goes down, but you still must

pay us an asset-based fee advisory fee proportional to your assets under management.

Some of our financial professionals are also registered representatives of Purshe Kaplan Sterling Investments, Inc. (“PKS”). Clients can enter into a separate commission-based arrangement with such individuals (but not the firm directly) and PKS. Under this arrangement, our financial professionals, acting as registered representatives of PKS, may receive commissions, ongoing distribution fees (*i.e.*, trails), and other compensation based on sales of securities to clients. Some of our financial professionals are also individually insurance licensed, may sell insurance products to clients, and collect commissions or fees in connection with such transactions. The foregoing fees and commissions are separate from CCA’s advisory fees. The receipt of these commissions and fees by our financial professionals creates a conflict of interest, including a financial incentive to sell securities or insurance products to clients. As fiduciaries, we will only transact securities and insurance business with clients when fully disclosed, suitable, and appropriate. You are never obligated to use any of our financial professionals for insurance or brokerage services. *More detailed information related to these conflicts of interest is contained in our Firm Brochure at Items 5 and 10 and our Wrap Brochure at Items 4 and 9.*

**Conversation Starter:** Ask us: “*How might your conflicts of interest affect me, and how will you address them?*”

**How do your financial professionals make money?**

Our financial professionals are compensated with annual salaries and/or discretionary bonuses. Registered representatives and insurance licensed persons may also receive commissions and/or fees as described above. *More detailed information related to these conflicts of interest is contained in our Firm Brochure at Items 5 and 10 and our Wrap Brochure at Items 4 and 9.*

#### **Item 4. Disciplinary History**

**Do you or your financial professionals have legal or disciplinary history?**

No. We encourage you to visit [Investor.gov/CRS](http://Investor.gov/CRS) for a free and simple search tool to research any of our financial professionals.

**Conversation Starter:** Ask us: “*As a financial professional, do you have any disciplinary history? For what type of conduct?*”

#### **Item 5. Additional Information**

You can find additional information regarding our firm, including our Firm Brochure by visiting [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) and searching for our firm by its name or unique CRD number (295954). You can obtain a copy of this relationship summary by visiting our website at [www.criterionadv.com](http://www.criterionadv.com) or by contacting us by telephone at 615-292-6889. We are always available to answer any of your questions.

**Conversation Starter:** Ask us: “*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?*”