

FIRM BROCHURE

Item 1 – Cover Page

WITT FINANCIAL ADVISORS, INC.

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Greenwood Village, CO 80111
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DISCLAIMER:

This brochure provides information about the qualifications and business practices of Witt Financial Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at (303) 771-2810 or at wittfinancial@yahoo.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 Witt Financial Advisors, Inc. is available on the SEC's website at www.adviserinfo.sec.gov (the CRD number for Witt Financial Advisors, Inc. is 113090).

NOTE:

While Witt Financial Advisors, Inc. may refer to itself as a “registered investment advisor” or “RIA” clients should be aware that registration itself does not imply any level or skill or training.

Item 2 - MATERIAL CHANGES FROM PREVIOUS VERSION:

Changes from previous version:

1. Address changed from 6300 S Syracuse Way Suite 430, Centennial, CO 80111 to 5299 DTC Blvd, Suite 1300, Greenwood Village, CO 80111

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Item 4 - ADVISORY BUSINESS

INTRODUCTION

Witt Financial Advisors, Inc. (hereafter “Witt Financial Advisors”), is a fee-based investment adviser that offers two types of advisory services: primarily Portfolio Management Services and occasionally Financial Planning Services to individuals, pension and profit sharing plans and small businesses.

Witt Financial Advisors was founded in August 1999 in Colorado by Jayesh Shah.

Witt Financial Advisors is a registered investment advising firm in the state of Colorado. It is an independent fee-based financial advisor. Witt Financial Advisors does not sell products and does not receive commissions from any vendors - mutual fund companies, insurance companies and brokerage companies.

Jayesh Shah, CPA, PFS, CMA President of Witt Financial Advisors, has over 29 years of experience in tax, accounting, finance and investment in the United States, Canada and India.

In addition to being a Certified Public Accountant (CPA), he is also a Certified Management Accountant (CMA) and a Personal Financial Specialist (PFS). He is a Chartered Accountant (CA) from India and has a Bachelor's degree in Commerce and a Law degree (LLB) from the University of Bombay, Bombay, India.

Jayesh Shah is a member of the following:

- AICPA - American Institute of Certified Public Accountants
- CSCPA - Colorado Society of Certified Public Accountants
- IMA - Institute of Management Accountants

Witt Financial Advisors' principal owner is: **Jayesh Shah** (hereafter “Shah”). Shah owns 100 percent of Witt Financial Advisors.

PORTFOLIO MANAGEMENT SERVICES

As of December 31, 2011 Witt Financial Advisors had a total of \$9,000,000 of assets under management and all of it was managed on a discretionary basis.

Witt Financial Advisors will evaluate the Client's financial condition and risk tolerance in order to tailor its investments and to meet the Client's investment objectives and individual needs. Witt Financial Advisors also allows the Client to impose any restrictions on investing in certain securities or types of securities.

Witt Financial Advisors will make ongoing recommendations primarily involving: no load mutual funds, index funds, exchange-traded funds (ETFs) including leveraged ETFs, and stocks. Given that the market will affect the value of these securities, Witt Financial Advisors will monitor Client accounts on a regular basis.

The securities mentioned above reflect a broad range of investment risk, including some securities that entail high degrees of risk, such as leveraged ETFs. For accounts at certain brokerage firms such as Fidelity the client has to sign additional agreements allowing Witt Financial Advisors to invest in leveraged ETFs. Witt Financial Advisors will also invest in stocks on a very limited basis.

Witt Financial Advisors does not provide any “wrap programs” (programs that bundle brokerage and advisory services under a single comprehensive fee) so all securities recommended by Witt Financial Advisors may include additional transaction charges by the Client’s broker-dealer/custodian separate from Witt Financial Advisors’ advisory fees.

DISCRETIONARY PORTFOLIO MANAGEMENT

For discretionary accounts, the Client will grant Witt Financial Advisors limited trading authority (discretionary authority) in the Client’s brokerage account by executing the appropriate documents with the Client’s broker-dealer/custodian. The discretionary authority will allow Witt Financial Advisors to enter securities transactions on the Client’s behalf, determining which securities and the amount of securities to buy or sell. Clients will be notified of all transactions by trade confirmations from their broker-dealer/custodian and through quarterly reporting by Witt Financial Advisors.

Witt Financial Advisors may request the Client provide written authorization to allow Witt Financial Advisors to automatically deduct its advisory fee from the Client’s account (discussed at greater length in the “FEES AND COMPENSATION” section on page 5 of this *Brochure*); however, Witt Financial Advisors will not have the authority to make any other withdrawals from the Client’s account(s) under management.

Witt Financial Advisors recommends the Client grant discretionary authority to Witt Financial Advisors so that it may execute recommendations in a timely fashion, but Clients should always review their brokerage account statements to verify the trading activity and withdrawals that occur in their account(s).

FINANCIAL PLANNING SERVICES

If the Client elects *Financial Planning Services*, Witt Financial Advisors may extend the initial consultation to include discussions necessary to begin creating a financial plan or may arrange a follow-up meeting to review additional information about the Client’s finances. In any case, the Client will have the choice to:

- (a) Consult with Witt Financial Advisors on the Client’s overall financial situation and obtain a comprehensive, written financial plan; or
- (b) Consult with Witt Financial Advisors on a specific topic or an individual security.

Item 5 - FEES AND COMPENSATION

MANAGEMENT FEE FOR PORTFOLIO MANAGEMENT SERVICES

Whether *Portfolio Management Services* are performed on a discretionary basis, Witt Financial Advisors charges the same management fee based on a percentage of assets under management. The percentage of assets charged per year (annum) is listed in the following table by assets level.

Assets Under Management	Annual Management Fee Mutual Funds & ETFs
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Less than \$99,999	1.00%
\$100,000 - \$499,999	0.80%
\$500,000 - \$999,999	0.70%
over \$1,000,000	0.60%

Assets Under Management	Annual Management Fee Stocks, Mutual Funds & ETFs
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Less than \$99,999	1.50%
\$100,000 - \$499,999	1.10%
\$500,000 - \$999,999	0.95%
over \$1,000,000	0.80%

Witt Financial Advisors does not negotiate its management fee, but does offer discounts to select friends, employees and family.

Witt Financial Advisors charges the above management fee at the end of each calendar quarter. As the management fees are charged in arrears, Witt Financial Advisors does not offer refunds as services have already been performed. For the first quarter a Client engages Witt Financial Advisors or if a Client terminates the service during the quarter, the fee will be prorated for only those days that Witt Financial Advisors rendered its services.

For Clients that provide written authorization to their broker-dealer/custodian, Witt Financial Advisors will arrange to have its management fee automatically deducted from the Client's brokerage account. In this case, the Client's broker-dealer/custodian will send statements, at least quarterly, to the Client that will reflect the advisory fee paid to Witt Financial Advisors, but the Client should verify the accuracy of fees paid.

Witt Financial Advisors will send directly to the Client an invoice for Witt Financial Advisors' fees. This invoice will require payment within thirty days after the mailing date on the invoice.

PLANNING FEES FOR FINANCIAL PLANNING SERVICES

For *Financial Planning Consultations*, Witt Financial Advisors charges an hourly fee.

The hourly rate for *Financial Planning Consultations* is non-negotiable. Hourly fees are charged at the conclusion of the *Financial Planning Consultation*. As all the financial planning fees are charged in arrears, Witt Financial Advisors does not offer refunds as services will have already been performed. If a Client chooses to terminate *Financial Planning Services* before the product is delivered or service is complete, Witt Financial Advisor will charge a prorated amount for the work completed and will deliver any work product completed.

Witt Financial Advisors will include an invoice at the conclusion of the *Financial Planning Consultation*. This invoice will require payment within thirty days after delivery.

Item 6 - PERFORMANCE-BASED FEES
AND SIDE-BY-SIDE MANAGEMENT

Witt Financial Advisors does not charge performance-based fees (fees based on gains) and so none of its Clients' accounts will ever be managed side-by-side any performance-based accounts.

Item 7 - TYPES OF CLIENTS

Witt Financial Advisors will provide advisory services to various types of Clients, including:

- ***Individuals:*** The majority of Witt Financial Advisors' Clients are individuals seeking financial planning and management services for their personal accounts. While *Financial Planning Services* can be provided regardless of account values, *Portfolio Management Services* will be restricted to individual accounts (or multiple accounts in one household) with a minimum value of \$10,000. Note: Witt Financial Advisors may waive the minimum for select friends and family.

- ***Small Businesses and Non-Profits:*** Occasionally, Witt Financial Advisors will provide advisory services to small businesses and non-profits seeking financial planning or management services for their organization's interests. While *Financial Planning Services* can be performed for small businesses and non-profits with any amount of assets, *Portfolio Management Services* will be restricted to small businesses and non-profits with a minimum asset value of \$50,000. Note: Witt Financial Advisors may waive the minimum for select non-profits at Witt Financial Advisors' discretion.

Item 8 - METHODS OF ANALYSIS, **INVESTMENT STRATEGIES AND RISK OF LOSS**

Witt Financial Advisors analyzes the Client's financial goals and objectives, income, savings and investments, risk tolerance, time horizons, asset allocation, and tax implications. This analysis seeks to ensure that the Client's needs are addressed while making progress toward their financial goals and objectives.

The investment strategies used will vary depending on the Client's financial goals and risk tolerance. Generally, Clients seeking capital preservation with limited risk will be managed with passive strategies using fixed income products (bond mutual funds and ETFs) and index funds whereas Clients seeking growth with greater risk will be managed with active strategies using no load mutual funds, ETFs and stocks. Also, diversification is obtained by investing significant portion (if not 100%) of the portfolio in mutual funds and ETFs and by investing in large cap, small and mid caps, developed international markets, emerging markets and sector funds and ETFs. In spite of the diversification the client's portfolio could go down significantly during financial crisis such as in 2008 or after events such as 9-11.

The main sources of information include financial newspapers and magazines, online research, investment newsletters and research prepared by others. For investing in mutual funds we pick no load mutual funds run by managers that have a proven track record

While Witt Financial Advisors will not engage in day-trading, active strategies may entail additional risk due to a greater frequency in transactions, which may involve additional brokerage fees, transaction costs, and taxes. Also, strategies that use options may entail additional risk as losses may exceed those seen in the underlying stock.

All investments are subject to various risks and are susceptible to significant decline in value when market conditions change.

Fluctuations in interest rates may cause prices to fluctuate. For example, when interest rates rise yields on existing bonds become less attractive causing their market values to decline.

Investment returns are also affected by geo-political risk due to changes or instability in a country or region.

International mutual funds and ETFs are subject to the foreign currency risk. A significant appreciation of US\$ could negatively affect the returns if the mutual funds are not hedged. Also, social and political unrest may lead to a substantial decline in emerging markets mutual funds and ETFs.

We try to mitigate various risks by diversification and also selling investments on a regular basis.

Item 9 - DISCIPLINARY INFORMATION

Neither Witt Financial Advisors nor any of its related persons (including management and IA Reps) have had any legal or disciplinary events in their past. Clients and prospective Clients can always view the CRD records (registration records) for Witt Financial Advisors or any of its IA Reps through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov or through FINRA's BrokerCheck database online at www.finra.org/brokercheck if the IA Rep is also a broker-dealer agent. The CRD number for Witt Financial Advisors is 113090 and the CRD number for Jayesh Shah is 4420051.

Item 10 - OTHER FINANCIAL INDUSTRY
ACTIVITIES AND AFFILIATIONS

Jayesh M Shah (President and CFO of Witt Financial Advisors) also owns 100% of Jayesh M Shah and Company – CPA which is involved in accounting and tax services. Jayesh M Shah spends approximately 52% of his time on Witt Financial Advisors and 48% on the CPA business.

Digicomp Software Inc – is a software consulting company 80% owned by the spouse of Jayesh M Shah. Jayesh M Shah owns 20% of the company and spends less than 1% of his time in Digicomp Software Inc.

Witt Financial Advisors does not have any other relationship with outside parties or financial entities.

Item 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

CODE OF ETHICS

Pursuant to SEC Rule 204A-1, Witt Financial Advisors has a Code of Ethics that promotes the fiduciary duty of Witt Financial Advisors and its IA Reps. The Code of Ethics articulates the importance of trust as a foundation to the relationship between an investment adviser and its Clients and establishes policies and procedures to ensure that Witt Financial Advisors and its IA Reps place the interests of the Clients first. The Code of Ethics requires that Witt Financial Advisors and its IA Reps adhere to all applicable securities and related laws and regulations. The Code of Ethics also requires Witt Financial Advisors and its IA Reps follow industry “best practices” involving: confidential information, suitability of investments, personal trading on the part of Witt Financial Advisors and its IA Reps, outside business activities of IA Reps, and the disclosure of conflicts of interest. A copy of Witt Financial Advisor’s Code of Ethics will be made available to any client or prospective client upon request.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

IA Reps of Witt Financial Advisors may have an interest in Client transactions insofar as they may personally invest in the same securities recommended to Advisory Clients. These transactions involve a conflict of interest as Witt Financial Advisors or IA Reps may benefit from an increase in price from subsequent purchases by Advisory Clients. To address this conflict of interest, Witt Financial Advisors and its IA Reps will adhere to the following procedures regarding their personal trading:

- (1) Witt Financial Advisors and its IA Reps will mostly recommend investments that are widely traded;
- (2) Witt Financial Advisors and its IA Reps will investment in mutual funds so they cannot influence the price.
- (3) In the rare instance where private placement offerings are recommended to Clients and an IA Rep also has an ownership interest in the private offering, full disclosure will be given so the Client fully understands that conflict of interest; and
- (4) Neither Advisory Clients nor IA Reps will have enough funds invested in any given security to move the market in that particular security.

Item 12 - BROKERAGE PRACTICES

Witt Financial Advisors uses the clients' existing brokerage firms to manage their accounts. The client will sign a limited trading authority to allow Witt Financial Advisors to trade. Witt Financial Advisors will recommend discount brokerage companies such as Fidelity, TD Ameritrade, Charles Schwab, E*TRADE and Scottrade to clients in case if they ask for any recommendation. Witt Financial Advisors recommends these firms primarily for its relatively low transaction costs, national recognition and Witt Financial Advisors' familiarity with its trading platform.

RESEARCH AND OTHER SOFT DOLLAR BENEFITS

While not a factor in Witt Financial Advisors' recommendation of discount brokerage firms, these firms does offer proprietary research tools and publications to their account holders. Witt Financial Advisors will have access to these research tools and publications, which may be considered "soft dollar benefits" and constitute a conflict of interest. As Witt Financial Advisors and its IA Reps have accounts at some of these firms, the benefits of the research tools and publications are already available to Witt Financial Advisors regardless of the Client's decision to invest with them. Witt Financial Advisors will use their research tools and publications to service all Advisory Clients regardless of the broker-dealer/custodian they choose to use, but Clients who invest with the discount brokerage firms will also have their own access to the research tools and publications as account holders.

DIRECTED BROKERAGE AND AGGREGATED ORDERS

Witt Financial Advisors will rely on the discount brokerage firms (or the broker-dealer/custodian selected by the Client) for the execution of transactions and will not direct trades to specific brokers. As such, Clients may not receive the lowest price possible if they were to have their trades directed to specific brokers.

While Witt Financial Advisors may make the same recommendations for similarly-situated Clients, Witt Financial Advisors will not aggregate Clients' orders.

Item 13 - REVIEW OF ACCOUNTS

For Portfolio Management Clients, the holdings are monitored continually. Witt Financial Advisors reviews all Client accounts on a quarterly basis in conjunction with calculating their management fees. Account reviews are performed more frequently when market conditions dictate. Reviews are performed by Jayesh M Shah.

Other conditions that may trigger a review are sudden changes in the stock market, new investment information and changes in client's situation.

All clients receive a quarterly statement showing the account's performance for the quarter with the invoice.

For Financial Planning Clients, Witt Financial Advisors reviews the Client's account in the initial preparation of a *Comprehensive Financial Plan* and may review the Client's account during a *Separate Financial Planning Consultation*, but does **not** review those accounts again unless engaged for an *Annual Financial Plan Review*. Financial Planning Clients are encouraged to meet with Witt Financial Advisors at least once per year to review their account as a whole, ensuring that their financial plan aligns with their current financial condition, goals and objectives.

Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION

Witt Financial Advisors does not compensate other financial professionals (e.g. accountants, tax preparers, brokers, insurance agents, etc.) who refer their Clients to Witt Financial Advisors for investment advisory services. Likewise, Witt Financial Advisors does not accept referral fees or other compensation when other professionals refer clients to them.

Item 15 - CUSTODY

Clients will engage an independent broker-dealer and custodian to maintain their accounts and so Witt Financial Advisors will not have *physical* custody of Clients' assets, monies, or securities. However, since Witt Financial Advisors may withdraw advisory fees directly from Clients' accounts (as described in the "FEES AND COMPENSATION" on pages 6 and 7 of this C), Witt Financial Advisors is considered to have custody in a limited capacity. Again, this custody is due solely to the direct withdrawal of fees and does not entail all of the same legal and regulatory requirements as an investment adviser with physical custody of Clients' assets, monies, or securities. Accordingly, Clients will only receive account statements from their broker-dealer and custodian (though Witt Financial Advisors may send invoices or other communication). Clients are urged to compare the account statements received directly from their custodians to the reports provided by Witt Financial Advisors and should advise Witt Financial Advisors in case of any inaccuracy or inconsistency.

Item 16 - INVESTMENT DISCRETION

As described in the “ADVISORY BUSINESS” section (pages 4-5 of this *FIRM BROCHURE*), Witt Financial Advisors will have investment discretion for those Advisory Clients that elect *Discretionary Portfolio Management Services*. Clients will select this option specifically in Witt Financial Advisors’ *Investment Advisory Agreement* and will sign a trading authorization form with their broker-dealer/custodian.

When Advisory Clients grant discretionary authority to Witt Financial Advisors, Clients may still place restrictions on the advisor, such as a prohibition on investing in specific securities, industries, or markets that the Client chooses. Additionally, unless specifically instructed otherwise by the Client, Witt Financial Advisors seeks to maintain diversified investment portfolios for its Portfolio Management Clients and will not concentrate more than 15 percent of a Client’s investable assets into any single ETF and mutual fund or non-diversified product (e.g. stock and bond).

Item 17 - VOTING CLIENT SECURITIES

For any security that entails a voting right in the underlying company, Witt Financial Advisors will not have or accept authority to vote Client securities. All voting issues, proxies, and solicitations will be communicated to Advisory Clients through the Client's broker-dealer/custodian. Upon request, however, Witt Financial Advisors may help explain or answer questions regarding a given voting issue.

Item 18 - FINANCIAL INFORMATION

Witt Financial Advisors would be required to disclose additional financial information if it were to charge fees in advance, but as described in the "ADVISORY BUSINESS" section (pages 3-5 of this *FIRM BROCHURE*), Witt Financial Advisors charges all advisory fees in arrears, upon delivery of a plan, or at the conclusion of a consultation. In any case, Witt Financial Advisors, its management and IA Reps have no material financial information (e.g. bankruptcies, liens, judgments) in their backgrounds.

Item 19 - REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Principal Officers

Witt Financial Advisors has only one principal executive officer – Jayesh M Shah (President). His biographical information is given in Item 4 – Advisory Business of this document.

Other Business Activities

Jayesh M Shah (President and CFO of Witt Financial Advisors) also owns 100% of Jayesh M Shah and Company – CPA which is involved in accounting and tax services. Jayesh M Shah spends approximately 52% of his time on Witt Financial Advisors and 48% on the CPA business.

Digicomp Software Inc – is a software consulting company 80% owned by the spouse of Jayesh M Shah. Jayesh M Shah owns 20% of the company and spends less than 1% of his time in Digicomp Software Inc.

Performance Based Fees

Witt Financial Advisors doesn't charge Performance based fees or any additional compensation other than the quarterly fees as described in Item 5 – Fees and Compensation of this document.

Disciplinary Disclosures

Witt financial Advisors or any its management persons have never been found liable in either: (a) an arbitration, or (b) a civil, self-regulatory organization, or administrative proceeding. As none of these apply to Witt Financial Advisors, its management persons, or IA Reps, Witt Financial Advisors has no information to disclose in these regards.

Relationship with Issuers of Securities

Neither Witt Financial Advisors nor its management persons have any relationships or arrangements with issuers of securities.