

FORM ADV

Uniform Application for Investment Adviser Registration

Part II - Page 1

OMB APPROVAL
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Name of Investment Adviser: kaChing Group Inc.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
203 Forest Avenue	Palo Alto	CA	94301	(650) 325-2717

**This part of Form ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any government authority.**

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

1. **A. Advisory Services and Fees.** (check the applicable boxes) For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)
- Applicant:
- | | | |
|-------------------------------------|---|---------|
| <input type="checkbox"/> | (1) Provides investment supervisory services | _____ % |
| <input checked="" type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services | 0% |
| <input type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above | _____ % |
| <input type="checkbox"/> | (4) Issues periodicals about securities by subscription | _____ % |
| <input type="checkbox"/> | (5) Issues special reports about securities not included in any service described above | _____ % |
| <input checked="" type="checkbox"/> | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities | 100% |
| <input type="checkbox"/> | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities | _____ % |
| <input type="checkbox"/> | (8) Provides a timing service | _____ % |
| <input type="checkbox"/> | (9) Furnishes advice about securities in any manner not described above | _____ % |

(Percentages should be based on applicant’s last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does the applicant call any of the services it checked above financial planning or some similar term? Yes No

- C. Applicant offers investment advisory services for: (check all that apply):
- | | | | |
|-------------------------------------|--|--------------------------|-----------------------|
| <input checked="" type="checkbox"/> | (1) A percentage of assets under management | <input type="checkbox"/> | (4) Subscription fees |
| <input type="checkbox"/> | (2) Hourly charges | <input type="checkbox"/> | (5) Commissions |
| <input type="checkbox"/> | (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> | (6) Other |

- D. For each checked box in A above, describe on Schedule F:
- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
 - applicant’s basic fee schedule, how fees are charged and whether its fees are negotiable
 - when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. **Types of Clients** - Applicant generally provides investment advice to: (check those that apply)
- | | | | |
|-------------------------------------|-------------------------------------|--------------------------|--|
| <input checked="" type="checkbox"/> | A. Individuals | <input type="checkbox"/> | E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> | B. Banks or thrift institutions | <input type="checkbox"/> | F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> | C. Investment companies | <input type="checkbox"/> | G. Other (describe on Schedule F) |
| <input type="checkbox"/> | D. Pension and profit sharing plans | | |

3. Types of Investments. Applicant offers advice on the following: (check those that apply)

<input checked="" type="checkbox"/> A. Equity Securities (1) exchange-listed securities <input checked="" type="checkbox"/> (2) securities traded over-the-counter <input type="checkbox"/> (3) foreign issues	<input type="checkbox"/> H. United States government securities
<input type="checkbox"/> B. Warrants	<input type="checkbox"/> I. Options contracts on: (1) securities <input type="checkbox"/> (2) commodities
<input type="checkbox"/> C. Corporate debt securities (other than commercial paper)	<input type="checkbox"/> J. Futures contracts on: (1) tangibles <input type="checkbox"/> (2) intangibles
<input type="checkbox"/> D. Commercial paper	<input type="checkbox"/> K. Interests in partnerships investing in: (1) real estate <input type="checkbox"/> (2) oil and gas interests <input type="checkbox"/> (3) other (explain on Schedule F)
<input type="checkbox"/> E. Certificates of deposit	<input checked="" type="checkbox"/> L. Other (explain on Schedule F)
<input type="checkbox"/> F. Municipal securities	
<input type="checkbox"/> G. Investment company securities (1) variable life insurance <input type="checkbox"/> (2) variable annuities <input type="checkbox"/> (3) mutual fund shares	

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

(1) <input type="checkbox"/> Charting	(4) <input type="checkbox"/> Cyclical
(2) <input type="checkbox"/> Fundamental	(5) <input checked="" type="checkbox"/> Other (explain on Schedule F)
(3) <input type="checkbox"/> Technical	

B. The main sources of information applicant uses include: (check those that apply)

(1) <input type="checkbox"/> Financial newspapers and magazines	(5) <input type="checkbox"/> Timing services
(2) <input type="checkbox"/> Inspections of corporate activities	(6) <input type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission
(3) <input type="checkbox"/> Research materials prepared by others	(7) <input type="checkbox"/> Company press releases
(4) <input type="checkbox"/> Corporate rating services	(8) <input checked="" type="checkbox"/> Other (explain on Schedule F)

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

(1) <input type="checkbox"/> Long term purchases (securities held at least a year)	(5) <input type="checkbox"/> Margin transactions
(2) <input type="checkbox"/> Short term purchases (securities sold within a year)	(6) <input type="checkbox"/> Option writing, including covered options, uncovered options or spreading strategies
(3) <input type="checkbox"/> Trading (securities sold within 30 days)	(7) <input checked="" type="checkbox"/> Other (explain on Schedule F)
(4) <input type="checkbox"/> Short sales	

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5. Education and Business Standards.			
Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients?		Yes	No
		<input type="checkbox"/>	<input checked="" type="checkbox"/>
(If yes, describe these standards on Schedule F.)			
6. Education and Business Background.			
For:			
<ul style="list-style-type: none"> • each member of the investment committee or group that determines general investment advice to be given to clients, or • if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors) • each principal executive officer of applicant or each person with similar status or performing similar functions. 			
On Schedule F, give the:			
<ul style="list-style-type: none"> • name • year of birth • formal education after high school • business background for the preceding five years 			
7. Other Business Activities. (check those that apply)			
<input type="checkbox"/> A. Applicant is actively engaged in a business other than giving investment advice.			
<input type="checkbox"/> B. Applicant sells products or services other than investment advice to clients.			
<input type="checkbox"/> C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.			
(For each checked box describe the other activities, including the time spent on them, on Schedule F.)			
8. Other Financial Industry Activities or Affiliations. (check those that apply)			
<input type="checkbox"/> A. Applicant is registered (or has an application pending) as a securities broker-dealer.			
<input type="checkbox"/> B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.			
C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:			
<input type="checkbox"/> (1) broker-dealer		<input type="checkbox"/> (7) accounting firm	
<input type="checkbox"/> (2) investment company		<input type="checkbox"/> (8) law firm	
<input type="checkbox"/> (3) other investment adviser		<input type="checkbox"/> (9) insurance company or agency	
<input type="checkbox"/> (4) financial planning firm		<input type="checkbox"/> (10) pension consultant	
<input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant		<input type="checkbox"/> (11) real estate broker or dealer	
<input type="checkbox"/> (6) banking or thrift institution		<input type="checkbox"/> (12) entity that creates or packages limited partnerships	
(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)			
D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?		Yes	No
		<input type="checkbox"/>	<input checked="" type="checkbox"/>
(If yes, describe on Schedule F the partnerships and what they invest in.)			

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9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- A. As principal, buys securities for itself from or sells securities it owns to any client.
- B. As broker or agent effects securities transactions for compensation for any client.
- C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- E. Buys or sells for itself securities that it also recommends to clients.
(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account? Yes No

(If yes, describe on Schedule F.)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

kaChing offers users on its own website an advisory service in which kaChing instructs (via its *Trading Instruction System*) the user's (*Customer's*) broker to buy and sell securities in the Customer's investment account by mirroring the virtual trades of the kaChing portfolio of one or more other users of the kaChing website (called *Geniuses*). **Mirroring a virtual portfolio is not personalized investment advice, and Customers should know that neither kaChing nor the Genius whose virtual portfolio is being mirrored takes the Customer's personal financial needs into consideration.** Mirroring is described in more detail in Schedule F of Part II, at Item 1.D.

The trading and investment strategy of a virtual portfolio is reviewed and monitored by the kaChing Genius who manages that virtual portfolio. Each Genius is required to log into his or her kaChing user account at least once each week to maintain his or her status. kaChing also recalculates each Genius's Investing IQ (as described in more detail in Schedule F of Part II, at Item 1.D) on a daily basis and the results of that calculation are available on the kaChing website.

kaChing also reviews the appropriateness of a Customer's selection of a virtual portfolio to mirror when an account is opened, and uses quarterly notifications and annual confirmations to evaluate whether the choice continues to be appropriate for that Customer. These notifications and confirmations include a link to the Customer's current information and the contact information of the kaChing support team. At the current time, there are three kaChing team members whose tasks include supervising, arranging and responding to these notification, confirmations and reviews, the Chief Compliance Officer, the Vice President of Marketing and the Customer Experience Manager. The initial reviews, quarterly notifications and annual confirmations are described in more detail in Schedule F of Part II, at Item 1.D.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

Customers have real-time access to their account through the Interactive Brokers, Inc. website, and access to all the postings and decisions of any Genius, including the Genius whose virtual portfolio he or she is mirroring, through their user account at the kaChing website.

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12. Investment or Brokerage Discretion.

- A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:
- | | | |
|---|---|-----------------------------|
| (1) securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (2) amount of the securities to be bought or sold ? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (3) broker or dealer to be used ? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (4) commission rates paid? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

- B. Does applicant or a related person suggest brokers to clients? Yes No

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant’s accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for products and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|------------------------------|--|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
 - requires prepayment of more than \$500 in fees per client and 6 or more months in advance
- Has applicant provided a Schedule G balance sheet? Yes No