

Prosperity Wealth Management LLC

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Prosperity Wealth Management LLC. If you have any questions about the contents of this brochure, please contact us at (720) 366-9514 or by email at: will.mcmannis@prosperitywealthmgt.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 Prosperity Wealth Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov. Prosperity Wealth Management LLC's CRD number is: .

1745 Shea Center Drive, #459
Highlands Ranch, CO 80129
(720) 366-9514
will.mcmannis@prosperitywealthmgt.com

Registration as an investment adviser does not imply a certain level of skill or training.

Version Date: 06/14/2024

Item 2: Material Changes

Prosperity Wealth Management LLC has not yet filed an annual updating amendment using the Form ADV Part 2A. Therefore, there are no material changes to report.

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Item 4: Advisory Business

A. Description of the Advisory Firm

Prosperity Wealth Management LLC (hereinafter “PWM”) is a Limited Liability Company organized in the State of Colorado. The firm was formed in December 2023, and the principal owner, President and Chief Compliance Officer (“CCO”) is William McMannis.

B. Types of Advisory Services

Portfolio Management Services

PWM offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. PWM creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client’s specific situation. Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Assessment of Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

PWM evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. PWM will require discretionary authority from clients to select securities and execute transactions without permission from the client prior to each transaction. Investment objectives, risk tolerance levels and time horizon of each portfolio management client are documented in the Investment Policy Statement, which is given to each client.

PWM seeks to provide that investment decisions are made in accordance with the fiduciary duties owed to its accounts and without consideration of PWM’s economic, investment or other financial interests. To meet its fiduciary obligations, PWM attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, PWM’s policy is to seek fair and equitable allocation of investment opportunities/transactions among its clients to avoid favoring one client over another over time. It is PWM’s policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

PWM provides portfolio management services under two differently constructed service structures, as follows:

Wealth Accumulation Target ("WAT") - which leverages technology to be a lower cost & lower friction alternative to traditional money management services. Designed for clients with more than 10 years until retirement that seek professional investment management, clients with little to no interest in markets & investing, or clients seeking limited in person engagement.

Strategically Personalized Framework ("SPF") – which is our premiere offering focused on complex situations and actively addressing the question, 'What if the 2008 crisis happens again?'. This focuses on retirement risk mitigation, income production, and financial family impact points. This is designed for clients approaching, or already in, retirement. PWM, in conjunction with the client, develops a financial framework that includes (but not limited to) an emergency fund, an ultraconservative fund, a defensive/conservative fund, and then a growth fund.

More detailed information about these two strategies is contained in Item 8.A., "Methods of Analysis and Investment Strategies", below.

Financial Planning

Financial planning is conveyed in two discrete ways, based on client needs and desires. Each may include advice on life insurance; tax concerns; retirement planning; college planning; debt/credit planning and the like.

The first is a traditional financial planning service, which may include the topics above, as well as advice regarding investments, in the form of a comprehensive written financial plan. This service is available only to PWM's portfolio management clients, on a complimentary basis upon client request.

The second is a Financial Coaching Subscription Service, under which PWM will provide the client with educational materials covering general financial planning topics on a monthly basis (subjects such as wealth accumulation, wealth administration, budgeting, and benefits of tax-advantaged retirement accounts) as well as PWM being available to the client for advice regarding "life decisions" (for example, automobile purchase versus lease, residence purchase versus rent), but this service will not include investment recommendations or advice.

Services Limited to Specific Types of Investments

PWM generally limits its investment advice to ETFs and other mutual funds, fixed income securities, and equities. PWM may use other securities as well to help diversify a portfolio when applicable.

Written Acknowledgement of Fiduciary Status

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the

Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

C. Client Tailored Services and Client Imposed Restrictions

PWM will tailor a program for each individual client. This will include an interview session to get to know the client's specific needs and requirements as well as an investment plan that will be executed by PWM on behalf of the client. In executing the SPF service described above, PWM may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, needs, and targets. By way of contrast, in executing the WAT service described above, PWM will use model allocations only. Clients may not impose restrictions on investing in certain securities or types of securities in accordance with their values or beliefs.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees and transaction costs. PWM does not participate in wrap fee programs.

E. Assets Under Management

PWM has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$0	\$0	February 2024

Item 5: Fees and Compensation

A. Fee Schedule

Portfolio Management Fees

SPF service:

Assets Under Management Category	Annual Fees
Account Assets in Treasury Bond Ladder	0.35%
Remaining Account Assets	1.00%

WAT service:

Assets Under Management	Annual Fees
All Assets Under Management	0.65%

PWM uses an average of the daily balance in the client's account throughout the monthly billing period for the purpose of determining the market value of the assets upon which the advisory fee is based.

The final fee is negotiable and each client's fee schedule will be memorialized in the client's advisory agreement. Clients may terminate the agreement without fee or penalty within five business days of signing the Investment Advisory Contract. Thereafter, clients may terminate the Investment Advisory Contract immediately upon written notice.

Financial Planning Fees

Financial Coaching Subscription Service Fees

Participants	Monthly Fee
Individual	\$25
Couple	\$50

Traditional Financial Planning Fees

PWM's financial planning service is available to PWM's portfolio management (SPF and WAT) clients on a complimentary basis upon client request. The financial planning fee for clients of the Financial Coaching service is \$125. The standalone (no other PWM services) financial planning fee is \$250.

B. Payment of Fees

Payment of Portfolio Management Fees

Asset-based portfolio management fees are withdrawn directly from the client's accounts with client's written authorization on a monthly basis. Fees are paid in arrears.

Payment of Financial Coaching Subscription Service Fees

Financial Coaching Subscription Service fees are paid via check and wire.

Payment of Financial Planning Fees

Financial Planning fees are due upon delivery of the financial plan to the client.

C. Client Responsibility for Third Party Fees

Portfolio management clients are responsible for the payment of all third-party fees (i.e. commissions and other brokerage fees, other fees charged by the custodian, internal mutual fund fees, etc.). Those fees are separate and distinct from the fees charged by PWM. Please see Item 12 of this brochure regarding broker-dealer/custodian.

D. Prepayment of Fees

PWM collects its fees in arrears. It does not collect fees in advance.

E. Outside Compensation for the Sale of Securities to Clients

Neither PWM nor its investment advisor representative(s) accept compensation for the purchase and sale of securities.

Item 6: Performance-Based Fees and Side-By-Side Management

PWM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client, and therefore PWM does not engage in side-by-side management.

Item 7: Types of Clients

PWM generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

There is a \$250,000 minimum for PWM's SPF portfolio management service, which minimum is negotiable in PWM's sole discretion. There is no minimum for any of PWM's other services.

Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

PWM's methods of analysis include Cyclical analysis, Fundamental analysis, Modern portfolio theory, Quantitative analysis and Technical analysis.

Cyclical analysis involves the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Modern portfolio theory is a theory of investment that attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, each by carefully choosing the proportions of various asset.

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations such as the character of management or the state of employee morale, such as the value of assets, the cost of capital, historical projections of sales, and so on.

Technical analysis involves the analysis of past market data; primarily price and volume.

Investment Strategies

Wealth Accumulation Target ("WAT") - which leverages technology to be a lower cost & lower friction alternative to traditional money management services. Designed for clients with more than 10 years until retirement that seek professional investment management, clients with little to no interest in markets & investing, or clients seeking limited in person engagement.

PWM will have discretion to manage client accounts under this service according to pre-determined asset allocations in ETFs and other mutual funds based on the investment objectives, risk tolerance and time horizon established in each client's IPS.

Strategically Personalized Framework ("SPF") – which is our premiere offering focused on complex situations and actively addressing the question, 'What if the 2008 crisis happens again?'. This focuses on retirement risk mitigation, income production, and financial family impact points. PWM, in conjunction with the client, develops a financial framework that includes (but not limited to) an emergency fund, an ultraconservative fund, a defensive/conservative fund, and then a growth fund.

The emergency fund & ultraconservative fund will typically take the form of either cash or a short-term Treasury Bond ladder. The Treasury Bond ladder will typically consist of bonds with a duration of less than 2 years that will be redeemed in 90-day intervals where approximately 25% of the clients allocation will become liquid every 90 days. In addition to risk tolerance, PWM also focuses on the projected time frame of use for client funds in retirement. The allocation to each fund within the SPF is based on risk tolerance as well as projected spending over the next 72 months. An example of this framework may be 6 months of expenses in a savings account, the next 24 months of expenses in the ultraconservative fund, the next 72 months' worth of spending in a defensive/conservative fund that can also be used for income, and the remaining portfolio allocation targeted for growth for expenses beyond the 72 month mark. The amount allocated to each investment strategy inside of each client's strategically personalized framework is evaluated annually and adjusted for shifts in projected spending or the client's risk tolerance. Each of the funds will be customized based on each client's IPS, cash-flow needs over time, and other relevant considerations."

SPF is designed for clients approaching, or already in, retirement.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns; and 2) if too many investors begin to implement this strategy, then it changes the very cycles these investors are trying to exploit.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Modern portfolio theory assumes that investors are risk averse, meaning that given two portfolios that offer the same expected return, investors will prefer the less risky one. Thus, an investor will take on increased risk only if compensated by higher expected returns. Conversely, an investor who wants higher expected returns must accept more risk. The exact trade-off will be the same for all investors, but different investors will evaluate the trade-off differently based on individual risk aversion characteristics. The implication is that a rational investor will not invest in a portfolio if a second portfolio exists with a more favorable risk-expected return profile - i.e., if for that level of risk an alternative portfolio exists which has better expected returns.

Quantitative analysis Investment strategies using quantitative models may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

Investment Strategies

PWM's strategies are designed to be long-term, with the exception of the Treasury Bond Ladder component of SPF. Long-term investing is designed to capture market rates of both return and risk over an extended timeframe, to keep brokerage expenses and the impact of taxation as low as practical. Due to its nature, long-term investment can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have internal fees and expenses that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best-known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting

(extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Exchange Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern for non-indexed ETFs include the lack of transparency in holdings and increasing complexity in construction, conflicts of interest and the possibility of inadequate regulatory compliance. Risks in investing in ETFs more generally include trading risks, liquidity and shutdown risks, risks associated with a change in authorized participants and non-participation of authorized participants, risks that trading price differs from indicative net asset value (iNAV), or price fluctuation and disassociation from the index being tracked. With regard to liquidity and shutdown risks, not all ETFs have the same level of liquidity. Since ETFs should be at least as liquid as their underlying assets, trading conditions are more accurately reflected in implied liquidity rather than the average daily volume of the ETF itself. Implied liquidity is a measure of what can potentially be traded in ETFs based on the liquidity of its underlying assets. ETFs are subject to market volatility and the risks of their underlying securities, which may include the risks associated with investing in smaller companies, foreign securities, commodities, and fixed income investments (as applicable). Foreign securities are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets. ETFs that target a small universe of securities, such as a specific region or market sector, are generally subject to greater market volatility, as well as to the specific risks associated with that sector, region, or other focus. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. The return of an index ETF is usually different from that of the index it tracks because of fees, expenses, and tracking error. An ETF may trade at a price above (premium) or below (discount) to its net asset value (NAV) (or indicative value in the case of exchange-traded notes), and an ETF purchased at a premium may ultimately be sold at a discount. Each ETF has a unique risk profile, detailed in its prospectus, offering circular, or similar material, which should be considered carefully when making investment decisions.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither PWM nor its representatives are registered as, or have pending applications to become, a broker/dealer or a representative of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither PWM nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Neither PWM nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

PWM does not recommend nor utilize third-party investment advisers.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

A. Code of Ethics

PWM has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and

Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. PWM's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

PWM does not recommend that clients buy or sell any security in which a related person to PWM or PWM has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of PWM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of PWM to buy or sell the same securities before buying or selling the same securities for client accounts ("front-running"), resulting in representatives profiting from the recommendations they provide to clients. Such transactions create a conflict of interest. PWM will always document any transactions that could be construed as conflicts of interest and will never engage in trading that front-runs or otherwise operates to the client's disadvantage when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of PWM may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of PWM to buy or sell the same securities before buying or selling the same securities for client accounts ("front-running"), resulting in representatives profiting from the recommendations they provide to clients. Such transactions create a conflict of interest. PWM will always document any transactions that could be construed as conflicts of interest and will never engage in trading that front-runs or otherwise operates to the client's disadvantage when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

PWM will require the client use a particular custodian based on PWM's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and PWM may also

consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in PWM's research efforts.

PWM will require clients to use Schwab Institutional, a division of Charles Schwab & Co., Inc. ("Schwab") as the custodian/broker-dealer of their PWM-managed accounts.

1. Research and Other Soft-Dollar Benefits

PWM receives research, product, or services other than execution ("soft dollar benefits") from the required custodian, Schwab, in connection with having its clients' assets custodied there.

Among other benefits, PWM receives access to Schwab's institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. For PWM client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to PWM other products and services that benefit PWM but may not benefit its clients' accounts. These benefits may include national, regional or PWM specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of PWM by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist PWM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts, if applicable), provide research, pricing information and other market data, facilitate payment of PWM's fees from its clients' accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of PWM's accounts. Schwab Advisor Services also makes available to PWM other services intended to help PWM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance,

employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to PWM by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to PWM.

PWM's receipt of these benefits creates a conflict of interest, as it gives PWM an incentive to require its portfolio management clients to use Schwab as their custodian/broker-dealer to continue receiving them. PWM believes that its requirement that clients custody their accounts managed by PWM is in the client's best interest based on the services Schwab provides and the fees Schwab charges.

PWM is independently owned and operated and not affiliated with Schwab.

2. Brokerage for Client Referrals

PWM receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

PWM will require clients to also use the required custodian (Schwab) as their broker-dealer to execute transactions, and PWM will execute all trades on behalf of its portfolio management clients at Schwab. Not all advisers require clients to use a particular custodian/broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

If PWM buys or sells the same securities on behalf of more than one client, then it may (but would be under no obligation to) aggregate or bunch such securities in a single transaction for multiple clients to seek more favorable prices, lower brokerage commissions, or more efficient execution. In such case, PWM would place an aggregate order with Schwab on behalf of all such clients to ensure fairness for all clients; provided, however, that trades would be reviewed periodically to ensure that accounts are not systematically disadvantaged by this policy.

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client accounts managed by PWM are reviewed at least quarterly by William McMannis, President and CCO, regarding clients' respective investment policies and risk tolerance levels. All accounts at PWM are assigned to this reviewer.

There is only one level of review for subscription services, which is PWM's review prior to rendering the subscription advice.

All financial plans are reviewed prior to delivery to the client by William McMannis, President. Financial planning clients are delivered a one-time financial plan concerning their financial situation. Upon delivery of the financial plan to the client, the financial planning engagement is deemed terminated. Clients may thereafter request additional plans or reports for a fee.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in the client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

With respect to financial plans, PWM's services will generally conclude upon delivery of the financial plan.

C. Content and Frequency of Regular Reports Provided to Clients

Each client of PWM's portfolio management services provided on an ongoing basis will receive a quarterly statement detailing the client's account, including assets held, asset value, recent transactions and the amount of PWM's management fees and the dates upon which those fees were charged. This written statement will come from the custodian.

While PWM does not provide reports relating to its subscription services, PWM initially provides an introductory document to its subscription clients, describing the subscription service, the purposes for which it is offered and how clients may best utilize it. PWM will also provide the subscription client with educational materials covering general financial planning topics (such as wealth accumulation, wealth administration, budgeting, and benefits of tax-advantaged retirement accounts) on a monthly basis.

Each financial planning client will receive the written or electronic financial plan upon completion.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

Other than the soft dollar benefits disclosed in Item 12 above, PWM does not receive any compensation from any third party for the advisory services it provides to its clients.

B. Compensation to Non – Advisory Personnel for Client Referrals

PWM does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

PWM does not accept or maintain physical custody of client funds or securities. However, When advisory fees are deducted directly from client accounts at client's custodian, PWM will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy, compare them to the invoices received from PWM, and promptly notify PWM of any discrepancies.

Item 16: Investment Discretion

PWM provides discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Because investment discretion has been granted, PWM generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, PWM's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to PWM in writing).

Item 17: Voting Client Securities (Proxy Voting)

PWM will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to PWM or the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

PWM neither requires nor solicits prepayment of more than \$500 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither PWM nor its management has any financial condition that is likely to reasonably impair PWM's ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

PWM has not been the subject of a bankruptcy petition in the last ten years.

Item 19: Requirements For State Registered Advisers

A. Principal Executive Officers and Management Persons; Their Formal Education and Business Background

PWM currently has only one management person: William Jacob McMannis. Education and business background can be found on the individual's Form ADV Part 2B brochure supplement (attached).

B. Other Businesses in Which This Advisory Firm or its Personnel are Engaged and Time Spent on Those (If Any)

None.

C. Calculation of Performance-Based Fees and Degree of Risk to Clients

PWM does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

D. Material Disciplinary Disclosures for Management Persons of this Firm

There are no civil, self-regulatory organization, or arbitration proceedings to report under this section.

E. Material Relationships That Management Persons Have with Issuers of Securities (If Any)

None.

This brochure supplement provides information about William Jacob McMannis that supplements the Prosperity Wealth Management LLC brochure. You should have received a copy of that brochure. Please contact William Jacob McMannis if you did not receive Prosperity Wealth Management LLC's brochure or if you have any questions about the contents of this supplement.

Additional information about William Jacob McMannis is also available on the SEC's website at www.adviserinfo.sec.gov.

Prosperity Wealth Management LLC

Form ADV Part 2B – Individual Disclosure Brochure

for

William Jacob McMannis

Personal CRD Number: 5904465

Investment Adviser Representative

Prosperity Wealth Management LLC

1745 Shea Center Drive, #459

Highlands Ranch, CO 80129

(720) 366-9514

will.mcmannis@prosperitywealthmgt.com

UPDATED: 06/14/2024

Item 2: Educational Background and Business Experience

Name: William Jacob McMannis **Born:** 1988

Educational Background and Professional Designations:

Education:

Masters Business Administration, Western Governor's University - 2018
Bachelors of Science Business Management, Western Governor's University - 2016

Designations:

CFP® - Certified Financial Planner

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- i. Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- ii. Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Business Background:

3/2024- Present	President, Chief Compliance Officer and Investment Adviser Representative Prosperity Wealth Management LLC
12/2021 - 12/2023	Vice President of Financial Planning Collier Financial
02/2018 - 11/2020	Wealth Management Advisor TIAA CREF
02/2016 - 02/2018	Private Client Advisor JP Morgan
06/2015 - 02/2016	President Fellowship Property Group
02/2015 - 06/2015	NA I was a Student
03/2011 - 02/2015	Financial Consultant Charles Schwab

Item 3: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business.

Item 4: Other Business Activities

Mr. McMannis works as a part-time employee at Target Corporation in a retail store format, where he stocks shelves. He is committed to spending as much time performing his duties for Prosperity Wealth Management LLC as is necessary to fulfill his fiduciary duties to PWM's clients without limitation.

Item 5: Additional Compensation

William Jacob McMannis does not receive any economic benefit from any person, company, or organization, other than Prosperity Wealth Management LLC in exchange for providing clients advisory services through Prosperity Wealth Management LLC.

Item 6: Supervision

As the Chief Compliance Officer of Prosperity Wealth Management LLC, William Jacob McMannis supervises all activities of the firm. William Jacob McMannis's contact information is on the cover page of this disclosure document. William Jacob McMannis adheres to applicable regulatory requirements, together with all policies and procedures outlined in the firm's code of ethics and compliance manual.

Item 7: Requirements For State Registered Advisers

This disclosure is required by state securities authorities and is provided for your use in evaluating this investment advisor representative's suitability.

A. William Jacob McMannis has NOT been involved in any of the events listed below.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.
2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - a) an investment or an investment-related business or activity;
 - b) fraud, false statement(s), or omissions;
 - c) theft, embezzlement, or other wrongful taking of property;
 - d) bribery, forgery, counterfeiting, or extortion; or
 - e) dishonest, unfair, or unethical practices.

B. William Jacob McMannis has NOT been the subject of a bankruptcy.