

SBG WEALTH MANAGEMENT

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December 1, 2016

This Brochure (“Brochure”) provides information about the qualifications and business practices of SBG WEALTH MANAGEMENT (“SBG”).

If you have any questions about the contents of this Brochure, please contact us at 478-474-7004 and/or Raymond@SBGWealth.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.

SBG WEALTH MANAGEMENT is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. Oral and written communications from an Adviser should provide you with information from which you may determine to hire or retain that Adviser.

Additional information about SBG WEALTH MANAGEMENT also is available on the SEC’s website at www.adviserinfo.sec.gov and <http://SBGWealth.com>

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Item 2 Material Changes

Please note that there were no “material changes” made to this Brochure as of December 1, 2016, and since our last delivery or posting of the Brochure on the SEC’s public disclosure website (IAPD) www.adviserinfo.sec.gov, effective as of September 15, 2016. However, this brochure does include a number of minor editorial changes and the updated information on our assets under management.

We will provide you with a new brochure, as necessary, based upon changes or new information, at any time, without charge.

Our brochure may be requested by contacting Raymond Smith, President, at 478-474-7004, or Raymond@SBGWealth.com.

Additional information about SBG WEALTH MANAGEMENT is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with SBG who are registered, or are required to be registered, as investment adviser representatives of SBG.

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Item 4 Advisory Business

Smith, Brown & Groover, Inc., d/b/a SBG WEALTH MANAGEMENT (SBG) was established in 1967. The firm is owned 100% by Raymond H. Smith, Jr. SBG provides discretionary investment advice to individuals, high net worth individuals, trusts, estates, charitable organizations and corporations, subject to the terms of a Management Agreement. Advisory fees are non-negotiable and based upon assets under management. Fees will be calculated and paid quarterly. Compensation will not be payable before services are provided and advisory contracts may be terminated before expiration by notifying SBG WEALTH MANAGEMENT in writing.

As of December 1, 2016, SBG Advisors had approximately 230 discretionary accounts with assets under management of \$57,000,000.00.

Item 5 Fees and Compensation

SBG provides discretionary investment advice to clients. Advisory fees are non-negotiable and based upon assets under management. Fees will be calculated and paid quarterly. Compensation will not be payable before services are provided and advisory contracts may be terminated before expiration by notifying SBG in writing.

Management fees are 1.0% of assets under management per annum, payable quarterly in arrears (.0025 per quarter), based on the account balance as of the end of the previous quarter. Fees are automatically deducted from the brokerage account, which is generally held by the firm (a FINRA registered broker dealer). A statement of value and calculation of fee is sent to the client each quarter. SBG does not charge a set-up fee, any commissions for advisory accounts nor do we charge brokerage fees and/or transaction ticket fees to the client for any trades. The Client may pay other fees or expenses to third-parties, such as our clearing firm for IRA fees, wire fees, margin interest, non-sufficient funds, or SEC fees or other fees or taxes required by law. SBG does not charge these fees to Clients and does not benefit directly or indirectly from any such fees.

Clients may terminate the contract and, likewise, SBG may discontinue offering services at any time by giving notice to the other party. At termination by either party, the remaining fee will be calculated based on the actual number of days elapsed in the quarter, divided by the actual number of days within the quarter.

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

SBG does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 Types of Clients

SBG currently provides investment advice to individuals, high net worth individuals, trusts, estates, charitable organizations and corporations.

SBG imposes a minimum dollar value of assets within a managed account of \$50,000 per client. This may be waived subject to consideration of other client assets associated with SBG.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

SBG offers advice on exchange listed equity securities and equity securities traded over the counter. We also provide discretionary management of mutual funds and annuities.

SBG utilizes several types of information when analyzing securities and developing investment strategies, including charting, fundamental analysis and technical analysis. In addition, SBG uses financial newspapers, services, magazines and research materials prepared by others to assist its advisors in determining what securities may be appropriate for client portfolios.

Charting – Charting-based analysis involves the use of patterns in performance charts. We may use charting techniques to search for patterns which might identify favorable conditions for buying and/or selling a security. Cyclical analysis is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic/business cycles may not be predictable and may have many fluctuations between long term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

Fundamental Analysis – This allows SBG to determine a company's business history by analyzing its financial performance against appropriate indices, peer investments, management consistency and tenure, competitive advantages, and its competitors and markets. It also may focus on the overall state of the economy, interest rates, production, earnings, and management. The risk associated with fundamental analysis is that it is somewhat subjective. While a quantitative approach is possible, fundamental analysis usually entails a qualitative assessment of how market forces interact with one another in their impact on the investment in question. It is possible for those market forces to point in different directions, thus necessitating an interpretation of which forces will be dominant. This interpretation may be wrong, and could therefore lead to an unfavorable investment decision.

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Technical Analysis - Technical analysis involves using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them. Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

SBG uses long-term purchases (securities held at least a year) as its investment strategy for individual stocks, and F class, C Class or Institutional class shares for mutual funds purchased within the managed accounts. Because the advisor may be paid trails from the Mutual Fund company, if C class funds are held within the account, the management fee is waived for that portion of the assets.

Investing in securities involves risks that may include the loss of capital and or liquidity. **Clients should be aware that all investments carry a risk of loss, and that some investments carry more risk than others. This will be discussed with each client during the initial interview to establish investment objectives.**

Item 9 Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of SBG or the integrity of SBG's management. SBG has no information applicable to this Item and there are no disciplinary events.

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Item 10 Other Financial Industry Activities and Affiliations

Smith Brown & Groover, Inc. (SBG) is a broker-dealer registered with FINRA. SBG's primary business is that of a broker/dealer, representing 80% of the firm's business. As a broker-dealer, SBG transacts business in various types of securities, including mutual funds, stocks, bonds, variable annuities, insurance and other investment products. Being that the firm is a Broker Dealer and an Investment Advisor, the Adviser may face conflicts of interest when directing clients to open commission based accounts, proprietary trading accounts or fee based accounts.

Investment advisor accounts represent approximately 20% of the total assets under management. For the purposes of ADV disclosure, rendering investment advice to non-advisory clients is considered incidental to SBG's broker/dealer activities. Raymond Smith, Jr. is the only registered individual acting as both Broker and Investment Advisor. Managing the advisory accounts represents approximately 20% of Mr. Smith's time. All other representatives of the SBG devote 100% of their efforts on traditional brokerage activities.

Related party transactions will only be on a fully disclosed basis. Neither SBG nor its related parties will participate in advisory client transactions as principal. In addition, cross transactions involving client accounts are prohibited.

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

Principals and Associated Persons of SBG may from time to time buy or sell securities recommended to clients. This includes high quality, long-term growth stocks.

Because of the inferred potential for abuse and conflicts of interest associated with this practice, any purchases or sales of securities by associated persons of SBG will be disclosed to clients upon request. It should also be noted that the securities that may be bought or sold by the associated persons will be widely held, publicly traded securities and will not be of sufficient quantity to affect the market prices of said securities. Examples of such stocks are Home Depot and O'Reilly Automotive. All securities recommended to clients will be based on sound advice, considering the investment objectives of each client, and will never be based on positions held (or anticipated to be held) by associated persons of SBG. All client transactions will be placed ahead of transactions for associated persons. Employee and associated person trades will never be placed ahead of client orders. SBG has a Code of Ethics dealing with personal trading. A copy of the firm's Code of Ethics is available upon request.

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Item 12 Brokerage Practices

SBG does not provide any proprietary research to any of its customers. SBG is not connected with any soft dollar arrangements, meaning that our representatives do their own independent analysis using public information that anyone can find or pay for.

In our advisory program, we do not permit client to direct us to execute transaction through a specified broker-dealer. SBG's primary business is that of a broker-dealer, and therefore, is able to give "best execution" including access to trading department and timeliness of execution, ability to rely on financial stability, and overall service. SBG introduces and clears all transactions through National Financial Services, Inc.(NFS). All accounts are held at NFS and all securities transactions are executed by NFS.

It is our policy to make all trades in the same investment together to reduce overall costs to the firm. This is called aggregating trades. Occasionally a trade will not be aggregated, but this does not result in an increased cost to our customers.

Item 13 Review of Accounts

The review of accounts and securities is constant with a minimum review frequency of quarterly. Should any client portfolio contain a stock which represents over 10% of the client's portfolio, this will trigger a review of the portfolio to determine whether it should be rebalanced. At a minimum accounts are reviewed by the sole advisor, Raymond H. Smith, Jr., President and CEO.

Clients are provided with a quarterly asset summary and fee statement. On a monthly basis, clients receive brokerage statements from their account custodian (if there is no account activity, the account custodian may provide the statements on a quarterly basis).

Item 14 Client Referrals and Other Compensation

SBG does not compensate any person for referrals. The advisor may receive additional compensation from Mutual Funds in the form of trail commissions. Should a portfolio hold securities which pay these trail commissions, a fee is not charged on that portion of the portfolio.

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Item 15 Custody

Clients should receive at least quarterly statements from the custodian that holds and maintains client investment assets. SBG urges clients to carefully review such statements for accuracy.

SBG is given limited authority to deduct fees directly from the client's brokerage account, which is held at NFS.

Item 16 Investment Discretion

The applicant has the authority to determine the securities and the amounts of such securities to be bought or sold without specific client consent. Full trading discretion is specifically granted to the applicant via the investment contract. Clients may, however, direct specific industries or specific stocks to be avoided in their accounts. In general, the applicant does not purchase stocks in the following industries: alcohol, gambling, pornography or tobacco.

Item 17 Voting Client Securities

As a matter of firm policy and practice, SBG does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. SBG may provide advice to clients regarding the clients' voting of proxies.

Item 18 Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about SBG's financial condition. SBG has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

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Item 19 Requirements for State-Registered Advisors

The following is information on the Sr. Management of SBG:

RAYMOND H. SMITH, JR
President/CEO. Chief Compliance Officer

Raymond Smith earned a B.B.A in Finance from the University of Georgia and M.B.A from the University of Texas. He spent 8 years working on Wall Street, first as a Vice President at Prudential Capital, then a Vice President at E.F. Hutton and later co-founding Capital Risk Management Corp. before returning to his hometown of Macon, Georgia and the family business of Smith, Brown & Groover in 1981. He currently holds the Series 7, Series 24, Series 27, Series 55, Series 55, Series 63 and Series 65 licenses.

THOMAS EARL BARFIELD, JR.
Sr. Vice President

Thomas Barfield earned B.S. in Computer Information Systems from Georgia College & State University. He began his career at NCR Corporation in Sales during college until he went to work in the family business of Barfield Pest Control. After selling the family business, he went to work at Allgood Services of Georgia as General Manager until he moved to Smith, Brown & Groover, Inc. in 2002. He currently holds the Series 7 and Series 63 licenses.

HOLLI COX EDWARDS
Chief Financial Officer

Holli Edwards earned a B.B.A in Accounting from Georgia College & State University. Mrs. Edwards worked in public accounting for Nichols, Cauley & Associates for over seven years and then as a Controller at Piedmont Community Bank until moving to Smith, Brown & Groover, Inc. in 2011. She currently holds the Series 27 and Series 99 licenses.

RAYMOND H. SMITH, JR.

President/CEO. Chief Compliance Officer
CRD# 731506

SBG WEALTH MANAGEMENT

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December 1, 2016

This Brochure supplement provides information about RAYMOND H. SMITH, JR. that supplements the SBG WEALTH MANAGEMENT ("SBG") brochure. You should have received a copy of that brochure. Please contact us at 478-474-7004 if you did not receive SBG WEALTH MANAGEMENT ("SBG")'s brochure or if you have any questions about the contents of this supplement.

Additional information about RAYMOND H. SMITH, JR. is available on the SEC's website at www.adviserinfo.sec.gov and <http://SBGWealth.com>

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Item 2 Educational Background and Business Experience

Raymond Smith, born in 1959, earned a B.B.A in Finance from the University of Georgia and M.B.A from the University of Texas. He spent 8 years working on Wall Street, first as a Vice President at Prudential Capital, then a Vice President at E.F. Hutton and later co-founding Capital Risk Management Corp. He returned to his hometown of Macon, Georgia and the family business of Smith, Brown & Groover in 1981 and became President/CEO in 1992.

Mr. Smith is a Certified Financial Planner (CFP) which is a designation attained through extensive training and experience along with passing the Comprehensive CFP Certification Exam and completing 30 credit hours of continuing education every two years, including 2 hours of CFP Board-approved Ethics continuing education. The CFP designation is accredited by the National Commission for Certifying Agencies (NCAA).

Mr. Smith currently holds the following FINRA securities professional licenses:

- Series 7 – General Securities Representative
- Series 24 – General Securities Principal/Proprietary Trader Principal
- Series 27 – Financial and Operations Principal
- Series 52 – Municipal Securities Representative
- Series 53 – Municipal Securities Principal
- Series 55 – Securities Trader
- Series 63 – Securities Agent
- Series 65 – Investment Adviser
- Series 99 – Operation Professional

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Item 3 Disciplinary Information

Registered investment advisers are required to disclose certain material facts about its associated personnel regarding any legal or disciplinary events, including criminal or civil actions in a domestic, foreign or military court, or any proceeding before a state, federal or foreign regulatory agency, self-regulatory organization, or suspension or sanction by a professional association for violation of its conduct rules, that would be material to your evaluation of each officer or a supervised person providing investment advise. There are no legal, civil or disciplinary events to disclose regarding Raymond H. Smith, Jr. in the past ten years. Mr. Smith was involved in a consent order as the principal for a brokerage firm in 2000. Please refer to Item 7 in this Brochure Supplement for an explanation of this event.

We encourage an independent review of Mr. Smith's background on the Investment Advisor Public Disclosure website at www.adviserinfo.sec.gov by searching his CRD# 731506.

Item 4 Other Business Activities

Principal executives, managers, and investment advisor representatives are required to disclose outside business activities that account for a significant portion of their time or income, or that may present a conflict of interest with their advisory activities.

Mr. Smith sells commission-based products including insurance and annuities as a registered representative of Smith, Brown, & Groover, Inc. (CRD# 1329), a FINRA-registered broker-dealer. He receives a salary and bonuses based on the company's profitability.

Mr. Smith is also a founding director of Cordia Bankcorp and serves on the board of directors of Bank of Virginia and Goodwill Industries of Macon. He is the President/Owner of Twistem.com.

Item 5 Additional Compensation

Neither Mr. Smith nor our advisory firm is compensated for advisory services involving performance-based fees, and firm policy does not allow associated persons to accept or receive additional economic benefit, such as sales awards or other prizes, for providing advisory services to firm clients.

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Item 6 Supervision

We supervise our investment advisor representatives in the following ways:

- Compare activity in the client account with the investment objectives;
- Ensure all financial information and investment objectives have been recorded;
- Confirm that all clients are contacted during three-year books and records to find out if there are any changes in financial information or investment objectives;
- Verify all clients receive quarterly statements;
- Review advisory fees and ensure they are being charged correctly;
- Review account to ensure the client is not invested in securities that do not match risk tolerance.

Questions relative to the firm, its services or this brochure supplement may be made to the attention of Holli Edwards, Audit & Compliance Specialist/CFO at (478) 474-7004 or holli@sbgwealth.com.

Item 7 Requirement for State-Registered Advisers

In 2000, Mr. Smith consented to make a contribution to the Tennessee Investor Education Fund in the amount of five hundred dollars (\$500) for making trades in accounts where the holders of those accounts were resident of the state of Tennessee before becoming registered in that state. SBG notified Tennessee in July 1999, that it had discovered accounts in that state prior to its application submission. SBG did not actively solicit these clients but they were either former Georgia residents or were referrals. SBG and Mr. Smith are currently registered in the state of Tennessee. Details can be found on FINRA's BrokerCheck system (www.finra.org/brokercheck) or the IAPD system (www.adviserinfo.sec.gov).

Neither Mr. Smith nor our firm has been the subject of a bankruptcy petition.