

**FORM ADV PART 2 A
DISCLOSURE BROCHURE**

Prosper Wisely

Office

Address:

9 Woodside Rd.
Pittsburgh, PA 15221

Tel: 724-220-6614

dom@prosperwisely.com
www.prosperwisely.com

This brochure provides information about the qualifications and business practices of Prosper Wisely, LLC. Being registered as an investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 724-220-6614. 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 Prosper Wisely, LLC (CRD #319798) is available on the SEC's website at www.adviserinfo.sec.gov

January 15, 2024

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Updated as of 01/15/2024.

Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

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Item 4: Advisory Business

Firm Description

Prosper Wisely, LLC (“Prosper”) was founded in 2021. Dominic Necciai is 100% owner.

If a Client has not received a copy of this brochure at least 48 hours prior to signing an agreement, the Client has five (5) business days in which to cancel the agreement, without penalty.

Types of Advisory Services

INVESTMENT PLANNING, CONSULTING AND INVESTMENT MANAGEMENT

Investment planning and consulting services include an evaluation of an investor's current and future financial state to assist with a strategy that aligns with the investor's objective. Prosper may use current net worth, tax liabilities, asset allocation, future retirement and estate plans in developing plans and recommendations. Prosper offers two different tiers of investment planning, consulting and managed investment services.

Consult

Two hours of consultation services, one page investment summary with recommendations and phone/video, text & email support for one year under this service. For an additional fee a customer can add a comprehensive financial plan service.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each Client are documented in our Client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written Client consent.

Wrap Fee Programs

Prosper does not sponsor any wrap fee programs.

Client Assets under Management

Prosper does not custody or place assets under management.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

INVESTMENT PLANNING AND CONSULTING

Consult Tier

Prosper charges a fixed fee of \$1,000 for this service, and \$2,000 for assets over \$1 million. \$250 per hour for additional services.

Fees for consult tier and fully managed options are negotiable. Services are completed and delivered inside of sixty (60) days contingent upon timely delivery of all required documentation. Client may cancel within five (5) business days of signing the agreement with no obligation and without penalty. If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client based on the amount of work completed by Prosper.

Client Payment of Fees

Fees for investment planning and consulting will be billed to the Client and paid directly to Prosper.

Additional Client Fees Charged

There are no additional charges to disclose.

Prepayment of Client Fees

Fees for investment planning and consulting are due upon the conclusion of the initial formal consultation.

If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to Prosper.

External Compensation for the Sale of Securities to Clients

Prosper does not receive any external compensation for the sale of securities to Clients, nor do any of the investment advisor representatives of Prosper.

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

Sharing of Capital Gains

Prosper does not share capital gains or losses.

Item 7: Types of Clients

Description

Prosper generally provides investment advice to individuals, trusts, estates, corporations or business entities.

Client relationships vary in scope and length of service.

Account Minimums

Prosper does not require an account minimum.

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

Methods of Analysis

In developing a plan for a Client, Prosper's analysis may include cash flow analysis, investment planning, risk management, tax planning and legacy planning. Based on the information gathered, a detailed strategy is tailored to the Client's specific situation.

Investment Strategy

The investment strategy for a specific Client is based upon the objectives stated by the Client during consultations. The Client may change these objectives at any time. Each Client executes a Client profile form or similar form that documents their objectives and their desired investment strategy.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns.

Our investment approach constantly keeps the risk of loss in mind.

Item 9: Disciplinary Information

Criminal or Civil Actions

Prosper and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Prosper and its management have not been involved in administrative enforcement proceedings.

Self-Regulatory Organization Enforcement Proceedings

Prosper and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Prosper or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

No affiliated representatives of Prosper are registered representatives of a broker-dealer.

Futures or Commodity Registration

Neither Prosper nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Prosper does not have any material relationships or outside business interests.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

Prosper does not select or recommend other investment advisors.

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

Code of Ethics Description

The affiliated persons (affiliated persons include affiliated persons and/or independent contractors) of Prosper have committed to a Code of Ethics (“Code”). The purpose of our Code is to set forth standards of conduct expected of Prosper affiliated persons and addresses conflicts that may arise. The Code defines acceptable behavior for affiliated persons of Prosper. The Code reflects Prosper and its supervised persons’ responsibility to act in the best interest of their Client.

One area which the Code addresses is when affiliated persons buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any affiliated persons to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our Clients.

Prosper’s policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other affiliated person, officer or director of Prosper may recommend any transaction in a security or its derivative to advisory Clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Prosper’s Code is based on the guiding principle that the interests of the Client are our top priority. Prosper’s officers, directors, advisors, and other affiliated persons have a fiduciary duty to our Clients and must diligently perform that duty to maintain the complete trust and confidence of our Clients. When a conflict arises, it is our obligation to put the Client’s interests over the interests of either affiliated persons or the company.

The Code applies to “access” persons. “Access” persons are affiliated persons who have access to non-public information regarding any Clients’ purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to Clients, or who have access to such recommendations that are non-public.

Prosper will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Prosper and its affiliated persons do not recommend to Clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Prosper does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Prosper does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Prosper does not manage money and therefore does not recommend the use of a particular broker-dealer.

- *Directed Brokerage*
Prosper does not recommend any broker-dealers.
- *Best Execution*
Investment advisors who manage or supervise Client portfolios have a fiduciary obligation of best execution. Prosper does not manage or supervise Client accounts.
- *Soft Dollar Arrangements*
Prosper does not maintain any soft dollar arrangements.

Aggregating Securities Transactions for Client Accounts

Prosper does not have custody of money and therefore is not authorized to aggregate securities transactions.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Investment plans and consultations generated are updated as requested by the Client and pursuant to a new or amended agreement.

Review of Client Accounts on Non-Periodic Basis

Conditions that may trigger the Client to request a review of the Clients' plan are changes in the tax laws, new investment information, and changes in a Client's personal situation (e.g. employment, marital status, inheritance, birth of a new child, etc.)

Content of Client Provided Reports and Frequency

Clients will receive written reports and written or verbal communications with recommendations or strategies for moving forward.

Item 14: Client Referrals and Other Compensation

Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest

Prosper does not receive any economic benefits from external sources.

Advisory Firm Payments for Client Referrals

Prosper does not compensate for Client referrals.

Item 15: Custody

Account Statements

Prosper does not produce account statements.

Item 16: Investment Discretion

Discretionary Authority for Trading

Prosper does not have discretionary trading authority.

Item 17: Voting Client Securities

Proxy Votes

Prosper does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, Prosper may provide recommendations to the Client. If a conflict of interest exists, it will be disclosed.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided to Clients because Prosper does not serve as a custodian for Client funds or securities and Prosper does not require prepayment of fees of more than \$500 per Client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Prosper has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

Bankruptcy Petitions during the Past Ten Years

Prosper has not had any bankruptcy petitions in the last ten years.

Item 19: Requirements for State Registered Advisors

Principal Executive Officers and Management Persons

The education and business background for all management and supervised persons can be found in the Part 2B of this Brochure.

Outside Business Activities

The outside business activities for all management and supervised persons can be found in the Part 2B of this Brochure.

Performance Based Fee Description

Neither Prosper nor its management receive performance based fees. Please see Item 6 of the ADV 2A for more information.

Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons

1. Neither Prosper nor its management have been involved 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;
 - e) Dishonest, unfair or unethical practices.
2. Neither Prosper nor its management have been 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;
 - e) Dishonest, unfair or unethical practices.

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities

There are no material relationships with issuers of securities to disclose.

ITEM1COVERPAGE

SUPERVISED PERSON BROCHURE

FORMADV PART2B

Dominic Necciai

Prosper Wisely

**Office
Address:**

9 Woodside Rd.
Pittsburgh, PA 15221

Tel: 724-220-6614

dom@prosperwisely.com

www.prosperwisely.com

This brochure supplement provides information about Dominic Necciai and supplements the Prosper Wisely, LLC brochure. You should have received a copy of that brochure. Please contact Dominic Necciai if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Dominic Necciai (CRD #4344482) is available on the SEC's website at www.adviserinfo.sec.gov.

JANUARY 15, 2024

Brochure Supplement (Part 2B of Form ADV)

Supervised Person Brochure

Principal Executive Officer – Dominic Necciai

- Year of birth: 1981
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Item 2 - Educational Background and Business Experience

Educational Background:

- California University of Pennsylvania; BS - Finance; 12/2007
- Point Park University; MA – Communication; 12/2016

Business Experience:

- Prosper Wisely, LLC; Managing Member/Investment Advisor Representative; 09/2021 – Present
 - PNC; Officer; 07/2013 – 08/2021
 - Morgan Stanley; Advisor Associate; 01/2011 – 07/2013
 - PNC Investments; Client Service Representative; 10/2009 – 01/2011
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Item 3 - Disciplinary Information

A. Mr. Necciai has never been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction for which he:

1. Was convicted of, or pled guilty or nolo contendere (“no contest”) to (a) any felony; (b) misdemeanor that involved investments or an investment-related business, fraud, false statement or omissions, wrongful taking of property, bribery, perjury, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;
2. Is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
3. Was found to have been involved in a violation of an investment-related statute or regulation; or
4. Was the subject of any order, judgement or decree permanently or temporarily enjoining, or otherwise limiting, him from engaging in any investment related activity, or from violating any investment-related statute, rule, or order.

B. Mr. Necciai never had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which he:

1. Was found to have caused an investment-related business to lose its authorization to do business; or the subject of an order by the agency or authority;

2. Was found to have been involved in a violation of an investment-related statute or regulation or was the subject of an order by the agency or authority (a) denying, suspending or revoking the authorization of the supervised person to act in an investment-related business; (b) barring or suspending his association with an investment-related business; (c) otherwise significantly limiting his investment-related activities; or (d) imposing a civil money penalty of more than \$2,500 on him.
- C. Mr. Necciai has never been the subject of a self-regulatory organization (SRO) proceeding in which he:
1. Was found to have caused an investment-related business to lose its authorization to do business; or
 2. Was found to have been involved in a violation of the SRO's rules and was: (a) barred or suspended from membership or from association with other members, or was expelled from membership; (b) otherwise significantly limited from investment-related activities; or (c) fined more than \$2,500.
- D. Mr. Necciai has not been involved in any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct.
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Item 4 - Other Business Activities

Mr. Necciai holds a PA insurance license where he offers a variety of insurance products to customers.

Item 5 - Additional Compensation

Mr. Necciai does not receive any performance-based fees. He does not receive any additional compensation for performing advisory services other than what is disclosed in Item 5 of Part 2A.

Item 6 - Supervision

Mr. Necciai is the Chief Compliance Officer of Prosper. He is solely responsible for all supervision, formulation and monitoring of investment advice offered to Clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual. He can be reached at dom@prosperwisely.com or 724-220-6614.

Item 7 - Requirements for State-Registered Advisors

- A. Mr. Necciai has not been involved in any of the following:
1. 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;

- e) Dishonest, unfair or unethical practices.
2. Been 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;
 - e) Dishonest, unfair or unethical practices.
- B. Mr. Necciai has not been the subject of a bankruptcy petition in the past 10 years.

FACTS**WHAT DOES PROSPER WISELY, LLC DO WITH YOUR PERSONAL INFORMATION?**

Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
What?	The types of personal information we collect, and share depend on the product or service you have with us. This information can include: <ul style="list-style-type: none"> • Social Security number and income • Account balances and payment history
How?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons we choose to share; and whether you can limit this sharing.

Reasons we can share your personal information	Do we share?	Can you limit this sharing?
For our everyday business purposes— such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes— to offer our products and services to you	No	NA
For joint marketing with other financial companies	No	NA
For our affiliates' everyday business purposes— information about your transactions and experiences	No	NA
For our affiliates' everyday business purposes— information about your creditworthiness	No	NA
For our affiliates to market to you	No	NA
For non-affiliates to market to you	No	NA

Questions?	Call 724-220-6614
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Who we are	
Who is providing this notice?	Prosper Wisely, LLC
What we do	
How do we protect your personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
How do we collect your personal information?	We collect your personal information, for example, when you <ul style="list-style-type: none"> • Open an account or deposit money
Why can't you limit all sharing?	Federal law gives you the right to limit only <ul style="list-style-type: none"> • Sharing for affiliates' everyday business purposes—information about your creditworthiness • Affiliates from using your information to market to you • Sharing for non-affiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing.</p>
What happens when you limit sharing for an account you hold jointly?	Your choices will apply to everyone on your account—unless you tell us otherwise.
Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and non-financial companies.
Non-affiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies.
Joint marketing	A formal agreement between non-affiliated financial companies that together market financial products or services to you.