

Item 1: Cover Page

Sondo Fi, Inc.

Form ADV Part 2A Brochure

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This brochure provides information about the qualifications and business practices of Sondo Fi, Inc.. If you have any questions about the contents of this brochure, please contact us at the telephone number or email address listed above. 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. Sondo Fi, Inc. is a registered investment adviser, but registration does not imply a certain level of skill or training.

Additional information about Sondo Fi, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov and by searching for CRD# 327908.

Sondo Fi, Inc. has reasonably disclosed all material conflicts of interest.

Item 2: Material Changes

In this Item, Sondo Fi, Inc. is required to identify and discuss material changes since filing its last annual amendment. Since filing its last annual amendment on January 25, 2024, there have been no material changes to report.

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Item 4: Advisory Business

- A. Sondo Fi, Inc. (the “Adviser,” “we,” “us,” or “our”) is an investment adviser founded in 2023, principally registered in the state of New York since 2023 and registered or exempt from registration in other states as applicable, and principally owned by Nima Safabakhsh.
- B. Our investment advisory services are designed primarily for the investment advisory needs of technology and biotechnology professionals, and are limited to the selection of other independent and unaffiliated third-party investment advisers (“Third-Party Advisers”) with whom we have a written agreement and who compensate us for such referrals. We collect certain personal and financial information from prospective clients both through our interactive website as well as through interactions with our Concierge Team. Based on that information, we make a referral recommendation to one or more experienced Third-Party Advisers that we believe to be tailored to the client's personal preferences and financial situation. Third-Party Advisers in our curated network have previously been vetted and have specialized expertise in equity compensation and sudden wealth planning.

Our tailored referral services generally adhere to the following simple process:

- i. Schedule a 15-minute call with a Sondo Fi Concierge to tell us about your goals and milestones.
- ii. Log in to the Sondo Fi website to review Third-Party Adviser recommendations we believe most closely match your requirements.
- iii. Schedule complimentary introductory calls with your Third-Party Adviser matches to identify the best fit.
- iv. Partner with your Third-Party Adviser to build your financial future.

Our Concierge team is here to support clients throughout the selection process by answering questions and helping them connect with the best Third-Party Adviser fit.

It is solely the responsibility of the prospective client to determine whether to retain a Third-Party Adviser recommended by us. If a client decides to retain a Third-Party Adviser, they will sign an advisory agreement directly with the Third-Party Adviser for the performance of investment advisory services.

As part of our vetting process, we determine whether the Third-Party Advisers we work with are registered as an investment adviser and are in compliance with applicable regulatory authorities in this regard. We do not review the on-going performance of the Third-Party Adviser, do not effect transactions for any client's account, and do not provide investment recommendations to clients. Individuals will receive a copy of the Third-Party Adviser's Form ADV Part 2 and should be aware that they can obtain additional investment advisory services directly from other advisers of the individual's choice.

Our investment advisory services are limited to making referrals to other registered investment advisers based on the particular needs of a prospective advisory client. The Third-Party Adviser, if engaged by a referred individual, will determine and implement specific investment strategies for the referred individual. We are not tax or legal professionals and do not give legal or tax advice. The services provided by each Third-Party Adviser may vary but typically include investment management and financial planning - individuals should consult the Third-Party Adviser's Form ADV Part 2 for specific information about the services offered.

Since we do not otherwise render investment advice and limit our activities to facilitating referrals to Third-Party Advisers, we do not tailor any advisory services to the individual needs of prospective advisory clients after a referral is made; such personalized tailoring of financial planning and investment advisory services are performed by the Third-Party Adviser. To the

extent a prospective advisory client desires to impose restrictions on investing in certain securities or types of securities, such restrictions may be implemented by the Third-Party Adviser at its sole discretion. Clients may request a current list of Third-Party Advisers in our curated network by contacting us.

- C. Adviser does not participate in any wrap fee programs.
- D. Since our services are limited to making referrals to other registered investment advisers, we do not have any regulatory assets under management.

Item 5: Fees and Compensation

Prospective clients we refer to Third-Party Advisers will not incur any fees charged by us. However, the Third-Party Advisers to whom we refer will generally charge referred clients an advisory fee. Such advisory fees are not increased solely as a result of our referral. The specific amount to be paid by Third-Party Advisers to us will vary, and is payable from the Third-Party Adviser to us generally via ACH upon presentation of an invoice in arrears. The fees we earn from Third-Party Advisers generally amount to 25% of the gross fees and compensation that a Third-Party Adviser generates over the first five years from a client relationship that results from our matchmaking efforts, starting on the effective date of the fully-executed investment advisory agreement between a referred client and the Third-Party Adviser (the "Referral Fee"). The Referral Fee will be paid within ten (10) days of the Third-Party Adviser's receipt of the fees and compensation from each prospective client we referred. Again, the Referral Fee is not paid to us by referred clients, and is instead paid by Third-Party Advisers. Persons referred to a Third-Party Adviser by us will receive a disclosure statement that details the fee payment arrangement between us and the Third-Party Adviser.

Prospective advisory clients should be aware that they will likely incur an advisory fee charged by the Third-Party Adviser, as well as certain fees and expenses imposed by other independent and unaffiliated third-parties. Such other fees and expenses may include, for example, brokerage and other transaction costs, qualified custodian fees, mutual fund or exchange traded fund fees and expenses, mark-ups and mark-downs, spreads paid to market makers, wire transfer fees, check-writing fees, early-redemption charges, certain deferred sales charges on previously-purchased mutual funds, margin fees, charges or interest, IRA and qualified retirement plan fees, and other fees and taxes on brokerage accounts and securities transactions, and they are not shared with us. The advisory fee charged by the Third-Party Adviser may or may not be negotiable, depending on the Third-Party Adviser. Each prospective client should refer to the Third-Party Adviser's Form ADV Part 2 for further information about their fees, including whether they are negotiable, whether fees are charged in advance or in arrears, and how payment may be made

Neither we nor any of our supervised persons accept compensation for the sale of securities or other investment products.

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

Neither Adviser nor any of its supervised persons accepts performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

Item 7: Types of Clients

Adviser provides referral services to individuals who wish to be matched with Third-Party Advisers who may then provide those individuals with investment advisory services. Since we do not otherwise provide advisory services to any prospective clients, we do not have any applicable minimum account value requirement. However, the Third-Party Advisers we recommend to clients may require such minimums. We encourage you to consult the Third-Party Adviser's Form ADV Part 2 for further information about client account minimums.

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

We conduct due diligence on third-party investment advisers and their representatives that we refer individuals to—a responsibility we take seriously. To that end, we have curated a network of Third-Party Advisers that we would feel comfortable hiring ourselves. We want to simplify the process of selecting a Third-Party Adviser for clients and help them find one that is best suited to their needs and preferences.

We consider a broad range of criteria when evaluating each Third-Party Adviser, including but not limited to:

- The Third-Party Adviser’s experience in providing financial advice (5+ years of relevant experience and an established track record of working with clients in the technology and biotechnology industries);
- Professional certifications (e.g., CFP (“Certified Financial Planner”), CFA (“Chartered Financial Analyst”), CPA (“Certified Public Accountant”), EA (“Enrolled Agent”), etc.) and advanced degrees (e.g., MBA (“Master of Business Administration”), JD (“Juris Doctor”), etc.);
- Lack of bias and high transparency (e.g., independent, fee-only Third-Party Advisers who are not incentivized to sell particular investment products to earn a commission);
- Competitive fees; and
- Services offered (e.g., comprehensive financial planning tailored to each unique client situation).

We review the regulatory track record of the Third-Party Advisers and do not accept investment adviser representatives with material disciplinary issues. We also specifically screen Third-Party Advisers for those with experience in equity compensation and sudden wealth, which are matters that many technology and biotechnology professionals encounter.

We do not recommend any particular method of analysis or investment strategy to prospective advisory clients. Such analyses and strategies are implemented solely by the Third-Party Advisers. However, prospective advisory clients should be aware that all forms of investing involve risk of loss that they should be prepared to bear, including analyses and investment strategies that are offered by a Third-Party Adviser. There can be no guarantee that portfolios managed by a Third-Party Adviser will continue to perform as expected, or will otherwise meet a prospective advisory client’s expectations. Past performance does not guarantee future returns. Prospective advisory clients should independently and comprehensively evaluate any prospective investment adviser, including a Third-Party Adviser, as such evaluation and the ultimate engagement decisions rests solely with a prospective advisory client in his or her absolute discretion.

For a complete description of a Third-Party Adviser’s methods of analysis, investment strategies, and risk of loss, please refer to such Third-Party Adviser’s brochure.

Our process for referring individuals to Third-Party Advisers cannot ensure that those advisers will perform as desired and we will have no control over the day-to-day operations of any Third-Party Advisers. The methods of analysis and investment strategies used by Third-Party Advisers will be disclosed in their respective disclosure brochure.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Adviser's advisory business or the integrity of Adviser's management. A client can obtain the disciplinary history of the Adviser or its representatives from the Massachusetts Securities Division upon request.

Item 10: Other Financial Industry Activities & Affiliations

- A. Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Neither Adviser nor any of its management persons have any relationship or arrangement with any related person below:
- i. broker-dealer, municipal securities dealer, or government securities dealer or broker
 - ii. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
 - iii. other investment adviser or financial planner
 - iv. futures commission merchant, commodity pool operator, or commodity trading advisor
 - v. banking or thrift institution
 - vi. accountant or accounting firm
 - vii. lawyer or law firm
 - viii. insurance company or agency
 - ix. pension consultant
 - x. real estate broker or dealer
 - xi. sponsor or syndicator of limited partnerships
- D. Our investment advisory services are designed primarily for the investment advisory needs of technology and biotechnology professionals, and are limited to the selection of other independent and unaffiliated third-party investment advisers ("Third-Party Advisers") with whom we have a written agreement and who compensate us for such referrals. We collect information from prospective clients both through our interactive website as well as through interactions with our Concierge Team to understand the goals and financial profile of each client. We make a referral recommendation to one or more experienced Third-Party Advisers that we believe to be tailored to the client's personal preferences and financial situation. Third-Party Advisers in our curated network have previously been vetted and have specialized expertise in equity compensation and sudden wealth planning. We limit our referrals to Third-Party Advisers with whom we have a written agreement and who compensate us for such referrals. This creates a financial incentive for us to refer prospective clients to such Third-Party Advisers, and therefore presents a conflict of interest. To the extent certain Third-Party Advisers pay us higher fees, this creates an incentive to refer you to such Third-Party Advisers instead of third-party advisers that pay us lower fees. We address this conflict of interest by fully disclosing it in this brochure, by additionally disclosing the compensation arrangement with applicable Third-Party Advisers at the time a referral is made, and by only referring prospective clients to Third-Party Advisers we believe to be in prospective clients' best interests. We make sure that before selecting other Third-Party Advisers that they are properly licensed or registered as an investment adviser, and are in compliance with applicable regulatory authorities in this regard.

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

- A. Adviser has adopted a code of ethics that will be provided to any client or prospective client upon request. Adviser's code of ethics describes the standards of business conduct that Adviser requires of its supervised persons, which is reflective of Adviser's fiduciary obligations to act in the best interests of its clients. The code of ethics also includes sections related to compliance with securities laws, reporting of personal securities transactions and holdings, reporting of violations of the code of ethics to Adviser's Chief Compliance Officer, pre-approval of certain investments by access persons, and the distribution of the code of ethics and any amendments to all supervised persons followed by a written acknowledgement of their receipt.
- B. Neither Adviser nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which Adviser or any of its related persons has a material financial interest.
- C. From time to time, Adviser or its related persons will invest in the same securities that a Third-Party Adviser may recommend to a prospective advisory client. However, we are not privy to these investment recommendations. As such, this is not anticipated to create a conflict of interest.
- D. From time to time, a Third-Party Adviser or its related persons will buy or sell securities for prospective advisory client accounts at or about the same time that Adviser or a related person may happen to buy or sell the same securities for its own (or the related person's own) account. However, we are not privy to these investment recommendations or the timing of when they may be made. As such, this is not anticipated to create a conflict of interest.

Item 12: Brokerage Practices

We do not recommend or utilize the services of broker-dealers.

Because we do not trade in any prospective advisory client accounts, we are not afforded the opportunity to engage in any order aggregation practices.

Item 13: Review of Accounts

We do not monitor or otherwise review prospective advisory client accounts. Prospective advisory clients are encouraged to proactively reach out to their Third-Party Adviser to discuss any changes to their personal or financial situation.

The custodial broker-dealer for prospective advisory clients should send account statements and reports directly no less frequently than quarterly. Such statements and reports will be mailed to prospective advisory clients at their address of record or delivered electronically, depending on the prospective advisory client's election. We do not provide prospective advisory clients any additional reports.

Item 14: Client Referrals and Other Compensation

We will enter into contractual agreements to act as a promoter/solicitor for Third-Party Advisers. Pursuant to these agreements, our compensation is derived entirely from Third-Party Adviser in consideration for the prospective client referrals we make. Because we receive an economic benefit from Third-Party Advisers in consideration for successful prospective client referrals, we have an economic incentive to make prospective client referrals. We address this conflict of interest by disclosing this conflict and information about our business arrangement throughout this brochure. Additionally, persons referred to a Third-Party Adviser by us will receive a disclosure statement that details the fee payment arrangement between us and the Third-Party Adviser. You are under no obligation to hire any Third-Party Adviser that we recommend to you.

Item 15: Custody

At no time will we accept custody of a prospective advisory client's funds or securities in the capacity of a custodial broker-dealer or otherwise, and at all times advisory accounts will be held by a third-party qualified custodian as agreed between a prospective advisory client and the Third-Party Adviser.

Item 16: Investment Discretion

We do not have discretion over client accounts at any time.

Item 17: Voting Client Securities

- A. Adviser does not have and will not accept authority to vote client securities.
- B. Prospective advisory clients will receive their proxies or other solicitations directly from their custodial broker-dealer or a transfer agent, as applicable, and should direct any inquiries regarding such proxies or other solicitations directly to the sender or to the applicable Third-Party Adviser.

Item 18: Financial Information

- A. Adviser does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance.
- B. Adviser has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.
- C. Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.

Item 19: Requirements for State-Registered Advisers

- A. Please refer to the ADV Part 2B Brochure Supplement, attached, for the formal education and business background of Adviser's principal executive officers and management persons.
- B. Adviser is not actively engaged in any other businesses not otherwise described herein.
- C. Neither Adviser nor any of its supervised persons are compensated for advisory services with performance-based fees.
- D. Neither Adviser nor any of its management persons has been involved in any of the events required to be disclosed in this Item 19(D), including any award or liability as part of arbitration, civil proceeding, self-regulatory organization proceeding, or administrative proceeding.
- E. Neither Adviser nor any of its management persons have any relationship or arrangement with any issuer of securities.

Sondo Fi, Inc.

Form ADV Part 2B Brochure Supplement for Nima Safabakhsh

Mailing Address: 244 5th Avenue
Suite N298
New York, NY 10001

Phone: (646) 930-7502

Website: <https://www.sondofi.com/>

This brochure supplement provides information about Nima Safabakhsh that supplements the Sondo Fi, Inc. brochure. You should have received a copy of that brochure. Please contact Sondo Fi, Inc. if you did not receive Sondo Fi, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Nima Safabakhsh is available on the SEC's website at www.adviserinfo.sec.gov and by searching for CRD# 5408344.

Item 2: Educational Background & Business Experience

Name: Nima Safabakhsh

Year of Birth: 1978

Education: Master of Business Administration (MBA), Finance
The Wharton School - University of Pennsylvania
2007

Master of Arts (MA), International Studies
The Lauder Institute - University of Pennsylvania
2007

Bachelor of Arts (BA), Economics
Stanford University
2001

Business Background: CEO, CCO
Sondo Fi, Inc.
Mar 2023 – Present

Private Investor and Entrepreneur
Self-Employed
Mar 2021 – Mar 2023

Managing Member
Quinten Capital, LLC
Jul 2016 – Mar 2021

Item 3: Disciplinary Information

There are no legal or disciplinary events material to a client's or prospective client's evaluation of Nima Safabakhsh.

Item 4: Other Business Activities

- A. Nima Safabakhsh is not actively engaged in any other investment-related business or occupation.
- B. Nima Safabakhsh is not actively engaged in any other business or occupation for compensation that provides a substantial source of income or involves a substantial amount of time.

Item 5: Additional Compensation

Nima Safabakhsh does not receive any economic benefit from any third-party other than clients for providing advisory services. Such economic benefits are conveyed through Sondo Fi, Inc..

Item 6: Supervision

Nima Safabakhsh is the sole investment adviser representative and Chief Compliance Officer, and therefore is supervised pursuant to Sondo Fi, Inc.'s written policies and procedures and code of ethics.

Nima Safabakhsh may be reached using the contact information on the cover page of this brochure supplement.

Item 7: Requirements for State-Registered Advisers

Nima Safabakhsh has not been involved in any of the events required to be disclosed in this Item 7, including any award or liability as part of arbitration, civil proceeding, self-regulatory organization proceeding, or administrative proceeding. Nor has Nima Safabakhsh been the subject of a bankruptcy petition.