



## Form CRS Relationship Summary Effective February 1, 2025

### Introduction

Prometheus Financial, LLC ("Prometheus", "we," "our," or "us") is registered with the U.S. Securities and Exchange Commission ("SEC") as a broker-dealer and a member of FINRA and SIPC. Brokerage and investment advisory services and fees differ; and it is important that you understand these differences. Free and simple tools are available for you at <https://www.investor.gov/CRS>, which also provides educational materials about broker-dealers, investment advisers, and investing.

### What investment services and advice can you provide me?

Prometheus offers brokerage services by acting as a placement agent for issuers to offer Regulation D private placements in alternative funds to retail investors, including accredited retail and institutional investors across all industries. We do not offer traditional brokerage services to retail investors, which typically include the buying and selling of publicly traded stocks, bonds, mutual funds, ETFs, options, and future contracts. Retail investors will not be asked to "open" an account with Prometheus whereby we custody your funds and securities, nor do we offer account monitoring. As such, Prometheus does not require a minimum account or investment size to conduct business with Prometheus.

Prometheus does not offer retail investors investment advice or recommendations, however we may communicate information to you regarding investments we offer based on preferences and information you have provided to us or when we make new products available or feature certain products. When we do so, you will make the final decisions.

We offer access to a variety of alternative funds some which may be affiliated with us. However, a particular risk to our business model is that we only offer securities of issuers for which we serve as a placement agent. Other firms may offer more choices, which may have different costs or different returns and features.

Limitations to these offerings include: they are illiquid, speculative and high risk; they may not be suitable for every investor; the required minimum investment may be high; most offerings are only available to accredited investors. Risks are described more fully in our [Important Disclosure](#) and our [Terms and Conditions](#) and in the offering materials for each investment.

**Conversation starters. Ask your Prometheus representative:** *Given my financial situation, should I choose a brokerage service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

### What fees will I pay?

With respect to brokerage services, retail investors will not incur traditional brokerage fees. In addition, Prometheus does not charge its customers commissions or any fees or costs to invest in an offering. Prometheus charges fees to the issuer of the offering; fees charged will be negotiated on each transaction depending upon the size and difficulty of the transaction, the size of the fund, and the amount of resources that will have to be dedicated to each private placement. These various fees may cause a conflict of interest between Prometheus and its retail investors.

The issuer however, may have its own fees and costs that you may pay indirectly or directly to the issuer. These fees and costs can be found in the issuer's offering materials. You should carefully read all offering material and documentation.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. Additional information can be found at <https://prometheusalts.com/legals/important-disclosure>.



While the above list includes some of the more common fees and costs that you may encounter, it is not exhaustive. For complete details of services, including conflicts of interest, provided by Prometheus and corresponding fees and costs, please contact [info@prometheusalts.com](mailto:info@prometheusalts.com).

**Conversation starters. Ask your Prometheus representative:** *Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

**What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?**

As noted above, we do not provide investment advice or recommendations, however we may communicate information to you regarding investments we offer based on preferences and information you have provided to us or when we make new products available or feature certain products. When we do so, you will make the final decisions. If a solicitation or call to action were deemed to be a recommendation under U.S. law or regulations, then we would be subject to Regulation Best Interest and we would be required to act in your best interest and not put our interest ahead of yours.

The way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the services we provide you.

Here are some examples to help you understand what this means.

- We act as a placement agent for issuers in direct private company securities offerings to Investors. In these situations, we are paid a cash fee, typically based on successfully placing a certain amount of securities, which incentivizes us to offer these securities.
- Since we are compensated by issuers when we serve as their agent, we have a conflict of interest in that we have an incentive to sell you securities from which we stand to profit most. When we receive fees based on the number or size of transactions, we have an incentive to encourage you to transact more often or in larger amounts.

**Conversation starters. Ask your Prometheus representative:** *How might your conflicts of interest affect me, and how will you address them?*

**How do your financial professionals make money?**

Prometheus professionals receive salaries and bonuses that are based on their overall job responsibilities and performance, including commissions on dollar value of private investments sold to retail investors. Prometheus professionals may also receive equity in Prometheus Alternative Investments, Inc., the parent company of Prometheus Financial, LLC.

**Do you or your financial professionals have legal or disciplinary history?**

No. We encourage you to visit [www.investor.gov/CRS](http://www.investor.gov/CRS) to research our firm and [www.brokercheck.finra.org](http://www.brokercheck.finra.org) to research our financial professionals.

**Conversation starters. Ask your Prometheus representative:** *As a financial professional, do you have any disciplinary history? For what type of conduct?"*

**Additional Information about Prometheus**

For more information about our services or financial professionals or to request an up-to-date version of this Form and our Written Responses, please email [compliance@prometheusalts.com](mailto:compliance@prometheusalts.com) or call us at (415) 272-3317.

**Conversation starters. Ask your Prometheus representative:** *Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*