

Item 1 Cover Page

McCarthy Grittinger Financial Group, LLC
Form ADV Part 2A
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March 23, 2017

This brochure provides information about the qualifications and business practices of McCarthy Grittinger Financial Group, LLC (MG Financial Group). If you have any questions about the contents of this brochure, please contact us at (414) 475-1369 or afinley@mgfin.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 MG Financial Group also is available on the SEC's website at www.adviserinfo.sec.gov.

MG Financial Group is an SEC registered investment adviser. Registration of an adviser with the SEC does not imply a certain level of skill or training.

Item 2 Material Changes

Below is a summary of material changes made to our Form ADV Part 2A since our March 29, 2016 annual update filing.

Item 4 – Advisory Business

We updated this item to describe our Retirement Advisory Services accounts.

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

We updated this item to include a cybersecurity risk disclosure.

Item 12- Brokerage Practices

We updated this item to include our process regarding block trades.

Item 3 Table of Contents

Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	4
Item 6	Performance-Based Fees and Side-by-Side Management	5
Item 7	Types of Clients	5
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	6
Item 9	Disciplinary Information	8
Item 10	Other Financial Industry Activities and Affiliations	8
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	8
Item 12	Brokerage Practices	9
Item 13	Review of Accounts	11
Item 14	Client Referrals and Other Compensation	11
Item 15	Custody	13
Item 16	Investment Discretion	13
Item 17	Voting Client Securities	13
Item 18	Financial Information	13
	Other Information	13

Item 4 Advisory Business

The firm was founded in 1995 by John McCarthy as McCarthy Financial Management, LLC. Mr. McCarthy was joined by Scott Grittinger in 2003. On September 1, 2014, Mr. McCarthy sold his percentage of ownership of the firm to Mr. Grittinger, Mr. Miler and Ms. Schneider. The firm is now known as McCarthy Grittinger Financial Group (“MG Financial Group”). Mr. Grittinger holds a majority ownership interest in the firm, with Mr. Miler and Ms. Schneider each owning a minority interest.

MG Financial Group is an independent, fee only, financial planning and investment advisory firm. Our primary service offered is discretionary ongoing investment management services, utilizing a comprehensive financial planning approach. We may also provide general counsel to clients in the areas of financial, tax, retirement, insurance and estate planning, including tax preparation services for select clients. When provided, these services are offered at no additional fee to our clients.

As noted in Item 12, TD Ameritrade Institutional Services (“TD Ameritrade”), Schwab Institutional (“Schwab”) and The Vanguard Group (“Vanguard”)– (collectively our clients’ “Primary Custodians”) provide custodial services to our clients, with Schwab and TD Ameritrade providing custody services for the majority of our clients’ assets. However, at the discretion of our client, we may consider accounts and assets held outside of these custodians’ accounts when providing advisory services to the client.

Retirement Plan Advisory Services

We manage on a non-discretionary basis certain retirement accounts through Morningstar’s® ByAllAccounts software program. This program allows clients to give us view only access to these types of accounts. It is the responsibility of the client(s) to place the trades as recommended by MG Financial Group, as we do not have any direct access to these accounts. These accounts are considered managed accounts and are included in non-discretionary assets under management.

Assets Under Management as of December 31, 2016

Non-Discretionary: \$37, 803,190

Discretionary: \$190,059, 380

Item 5 Fees and Compensation

General Fee Information

We charge most of our clients a fee based on a percentage of the account’s market value (“asset-based fee”) regardless of where the accounts are maintained. In rare instances, MG Financial Group may charge clients fixed fees. Based on written client authorization, fees are deducted

automatically from the client’s custodial accounts at the end of the quarter and fully disclosed on quarterly client account statements.

Fees are calculated using security prices provided by the client’s custodian. For fee calculation purposes, we may assign a time-weight allocation for contributions related to the funding of new client accounts or other material contributions. We may negotiate fees based on account size and other factors deemed important to MG Financial Group. Fees for our existing clients may be based on prior, lower, fee schedules. Clients separately incur custody and fund fees imbedded within mutual fund and Exchange Traded Funds (“ETFs”). Clients also pay fees on any Retirement Plan Advisory Services accounts and unmanaged assets held within MG Financial Group managed accounts. Please see Item 12 for additional information on our brokerage practices and courtesy trades.

Standard New Account Fee Schedule

Account Size	Annual Fee
First \$250,000	1.20%
Next \$250,000 (\$250,001 - \$500,000)	1.00%
Next \$250,000 (\$500,001 - \$750,000)	.75%
Next \$1,250,000 (\$750,001 - \$2,000,000)	.50%
Over \$2,000,000	.25%

Account Valuation Practices

MG Financial Group uses pricing information provided by the client’s custodian for purposes of valuing client portfolios, whether for fee billing or investment performance calculations. Prices of securities we routinely recommend to clients are widely available through financial publications, and do not generally require us to independently determine a value.

We maintain account valuation (including fair valuation) policies and procedures designed to provide reasonable assurance the prices we use for fee billing and investment performance calculation purposes are accurate.

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

We do not charge our clients performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets in a client’s account).

Item 7 Types of Clients

MG Financial Group provides investment management services to individuals and high-net worth individuals. All clients are required to enter into an investment advisory agreement with us prior to us providing any services. We do not have a minimum account size requirement.

We manage separate accounts for family members and friends. These clients receive standard client reporting and are not involved in our day-to-day operations. They also have no knowledge of our trading or investment activities and do not receive a reduction in fees. In addition, if the employee who serves as the primary contact is the client's relative or friend then we will assign another employee to be the secondary contact to perform periodic reviews of the account.

Either you or we may terminate the investment advisory agreement at any time by giving 60 days written notice. Termination of an advisory agreement by you will not affect transactions we have initiated on the client's behalf prior to the effective date of such termination.

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

Analyses and Strategies

We make specific investment recommendations utilizing the broadly accepted investment theory of asset allocation. Asset allocation focuses on designing well-diversified investment portfolios covering multiple "asset classes" or types of investments utilizing mostly open-end mutual funds, ETFs and US Treasury debt. The mutual funds and ETFs recommended by MG Financial Group primarily invest in U.S. stocks of any market capitalization, foreign stocks including emerging markets, fixed income securities, U.S. Government and Government Agency securities, corporate debt and municipal securities. MG Financial Group receives no fees or compensation from any mutual fund or ETF. Like all marketable securities, clients face a risk of the value of these securities fluctuating, both up and down. While we cannot control market and economic factors which influence the price of these securities, we utilize an Investment Committee to monitor and perform due diligence on investment options. When providing advisory services to accounts held outside of the Primary Custodians, our advice may be limited by a menu of options established by an unaffiliated entity (such as a retirement plan's trustees). In such cases, we will advise the clients with respect to the securities available for investment, and we do not actively monitor the investment merits of such securities.

MG Financial Group's main sources of information include, but are not limited to, financial newspapers and magazines, research subscriptions (such as, Morningstar), annual reports, prospectuses, public filings and company press releases and fund company notifications.

General Risks

We do not offer any products or services that guarantee rates of return on investments for any time period to any client. All clients assume the risk that investment returns may be negative or below the rates of return of other investment advisers, market indices or investment products.

Security Risks

Client accounts may be subject to the following risks:

- **Market Risk.** Clients should have a long-term perspective and be able to tolerate potentially sharp declines in market value. The prices of securities held by mutual funds

or ETFs in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by the mutual funds; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations.

- Allocation Risk. At times, our judgments as to the asset classes in which client accounts should invest may prove to be wrong, as some asset classes may perform worse than others or the equity markets generally from time to time or for extended periods of time.
- Mutual Fund Risk. Mutual funds vary in risk depending on their investments, with aggressive growth funds being more risky than conservative, income-oriented funds. Mutual funds are subject to investment advisory, transactional, operating and other expenses. The value of mutual funds' investments and the net asset value of the funds' shares will fluctuate in response to changes in market and economic conditions, as well as the financial condition and prospects of companies in which the funds invest. The performance of each fund will depend on whether the fund's investment adviser is successful in pursuing the fund's investment strategy.
- ETF Risk. You may lose money investing in an ETF if the value of securities owned by the ETF declines. You could pay more to purchase ETF shares, or receive less in a sale of shares, than the actual net asset value of the shares. In addition, when you invest in an ETF, you will bear additional expenses based on your pro rata share of the ETF's operating expenses. The risk of owning an ETF generally reflects the risks of the underlying securities that the ETF is designed to track and the investment strategies employed by such ETF. The ETF may not track the underlying index.
- Equity Securities Risk. Mutual funds and ETFs in which clients invest may invest in common stocks and other equity securities. Stocks generally increase or decrease in value based on the earnings of a company and based on general industry and market conditions. The value of a company's share price may decline as a result of poor decisions made by management, lower demand for the company's services or products or if the company's revenues fall short of expectations. There are also risks associated with the stock market overall. The stock market may experience periods of turbulence and instability.
- Fixed Income Risk. Mutual funds and ETFs in which clients invest may invest in bonds. A bond's market value is affected significantly by changes in interest rates – generally, when interest rates rise, the bond's market value declines and when interest rates decline, its market value rises. Generally, a bond with a longer maturity will entail greater interest rate risk but have a higher yield. Conversely, a bond with a shorter maturity will entail less interest rate risk but have a lower yield. A bond's value may also be affected by changes in its credit quality rating or the issuer's financial condition.
- Foreign Securities Risk. Mutual funds and ETFs in which clients invest may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks may include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism,

war, social and economic instability, currency devaluations and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that the mutual funds or ETFs invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.

- Municipal Securities. Funds in which clients invest may invest in municipal securities. Municipal securities carry different risks than other fixed income securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax-free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer are domiciled.

Cybersecurity Risk

We rely on information technology and electronic communications to conduct business, which subjects us and our clients to the risk of cyber incidents. While we have controls we believe are reasonably designed to protect against cyber incidents resulting in unauthorized access to confidential information or business disruptions, not all cyber incidents are preventable. Should a cyber incident occur, it would likely have a negative impact on our firm and its clients.

Item 9 Disciplinary Information

We have no disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

We have no other financial industry activities or affiliations.

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

We maintain a Code of Ethics and Personal Trading Policy (the "Code"), which applies to all employees and principals. As a fiduciary, we have a duty of utmost good faith to act solely in the best interests of each of our clients. We strive to foster a healthy culture of compliance within all aspects of our business. Further, we expect our employees to avoid potential conflicts of interest or even the appearance of such conflicts. These principles represent the expected basis of all dealings with clients.

McCarthy Grittinger Financial Group, LLC
Form ADV Part 2A
March 23, 2017

Our Code outlines the standards of conduct expected of our employees and includes limitations on personal trading, giving and accepting gifts, serving as a director or trustee for an external organization, participating in external investment organizations and engaging in outside business activities. In addition, employees are prohibited from using nonpublic inside information to trade in personal accounts or on behalf of our clients.

We require all employees to obtain prior written approval before acquiring any securities in an initial public offering or private placement. In addition, our Code requires all employees to report certain security holdings initially upon employment and on an annual basis thereafter.

Employees are permitted to own funds and individual securities they also recommend to our clients. This may create an incentive for employees to place their own interests ahead of our clients. To mitigate this risk, our Code requires employees to routinely report personal transactions and holdings. However, due to the immaterial nature of our employee's ownership interests in these securities and the size and nature of the individual securities managed by the employee, we believe our employees' personal trading activity has a negligible impact on the value of these securities.

A copy of our Code is available upon request.

Item 12 Brokerage Practices

Selection of Brokers

To efficiently service our clients' accounts, we have established custodial and brokerage relationships with three organizations: TD Ameritrade, Schwab and Vanguard. Schwab and TD Ameritrade provide custody services for the majority of our clients' assets. Our clients who choose an alternative custodian may pay additional advisory or custodial fees.

From time to time, a client may hold an annuity, and MG Financial Group generally recommends our client hold that annuity through Vanguard (variable annuities). The choice of the underlying insurance company is determined by Vanguard.

Our determining factors in choosing brokers include, but are not limited to: quality of execution; record-keeping and reporting; servicing capabilities; custody fees; and transaction costs. Our clients may pay additional trading costs if we place transactions through a broker not affiliated with the client's custodian. For this reason, we take into consideration these additional trading costs when placing trades for client portfolios, and this consideration typically results in placing trades through the client custodian's affiliated broker. In rare instances, we may believe the broker we normally use to execute trades is not suitable for a specific trade. In such situations, we will attempt to locate a more suitable broker.

Research & Other Soft Dollar Benefits

We participate in Schwab and TD Ameritrade's institutional adviser programs. As such,

McCarthy Grittinger Financial Group, LLC
Form ADV Part 2A
March 23, 2017

we use standard technology and research services provided by Schwab and TD Ameritrade to service client accounts, including services related to trade execution, clearance and settlement functions, as well trading software and general economic commentary and analyses. All services provided by Schwab and TD Ameritrade are available to all participating advisors and may be used to service all of MG Financial Group's accounts. See Item 14 for a description of additional courtesy services provided by TD Ameritrade or Schwab (serving as custodians to client accounts) to MG Financial Group. None of the services described under Item 14 are provided in consideration of brokerage commissions directed to a broker-dealer affiliated with TD Ameritrade or Schwab.

Trade Aggregation

Due to the nature of the securities in which we actively trade (specifically, mutual funds, ETFs and US Treasury bonds) and the firm's investment philosophy to consider each client's needs and objectives rather than managing client accounts to specific investment strategies, securities held in client accounts are generally traded on an individual basis and are not "bunched" or "blocked" with other client trades.

From time to time, we may decide it is in its clients' best interest to block an ETF trade. This will generally occur when we determine to buy or sell the ETF across all applicable client accounts. When executing block trades at more than one broker-dealer/custodian, we will rotate the trade order to ensure the clients are being treated fairly. If a block order is filled (full or partial fill) at several prices through multiple trades, an average price will be calculated for all trades executed by the broker for the block, and all participants in the block trade will receive the average price. Only trades executed within the block on the single day may be combined for purposes of calculating the average price. On the rare occasion where the firm receives a partial fill, the partial fill may be allocated on a pro rata basis, subject to rounding and reasonable efforts to minimize trading costs.

Trade Errors

It is our policy to ensure clients are made whole following any trade error. When we cause a trade error to occur in a client account that results in a loss, we will reimburse the client, unless the executing broker's policy is to absorb *de minimis* losses (e.g., under \$100). If a trade error results in a gain, the client shall keep the gain, unless the executing broker's policy is to retain or donate to charity *de minimis* gains (e.g., under \$100). We maintain policies and controls surrounding trade errors, designed to provide reasonable assurance trade errors are properly addressed.

Courtesy Trades

We may, at times, execute trades within the client's custodial account upon receipt of written or verbal direction from a client as a courtesy. While we discourage the extensive use of such "courtesy trades" we provide reports on such assets and include all assets held within the client's custodian account (including assets purchased via courtesy trades) within our fee calculation.

Item 13 Review of Accounts

Nature and Frequency of Reviews

We provide an initial investment review for all of our new clients, and our advisors conduct an ongoing review at least annually. Significant market events, changes in client circumstances, requests by our clients, or at the suggestion of a client service professional may trigger an advisor to review.

Client Reports

All of our clients receive regular account statements from their respective custodian. TD Ameritrade sends monthly account statements that provide month-end investment balances as well as details of all account activity during the month. Vanguard sends quarterly account statements that provide quarter-end investment balances as well as details of all account activity during the quarter. Schwab sends monthly account statements for accounts with qualifying activities of deposits, withdrawals, trades, stock dividend distributions and reinvestments that provide month-end investment balances as well as details of all account activity during the month. If a Schwab account does not have qualifying activities then Schwab sends quarterly account statements that provide quarter-end investment balances as well as details of all account activity during the quarter.

We also send a monthly communication piece which is primarily an educational tool for clients.

Item 14 Client Referrals and Other Compensation

As disclosed under Item 12 above, MG Financial Group participates in TD Ameritrade's institutional advisor program (the "Program") and we may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between our participation in the Program and the investment advice we give to our clients, although we receive economic benefits through our participation in the Program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research-related products and tools; consulting services; access to a trading desk serving MG Financial Group participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to MG Financial Group by third-party vendors. TD Ameritrade may also pay for business consulting and professional services received by MG Financial Group's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us but may not benefit our client accounts. These products or services may assist us in managing and administering our client accounts, including accounts not maintained at TD

McCarthy Grittinger Financial Group, LLC

Form ADV Part 2A

March 23, 2017

Ameritrade. Other services made available by TD Ameritrade are intended to help MG Financial Group manage and further develop its business enterprise. The benefits received by MG Financial Group or its personnel through participation in the Program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, MG Financial Group endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by MG Financial Group or its related persons in and of itself creates a potential conflict of interest and may indirectly influence MG Financial Group's preference of TD Ameritrade for custody and brokerage services.

MG Financial Group may receive succession planning, practice valuation, and equity management services from third-party vendors through our participation in the TD Ameritrade Institutional Equity Management Program. In addition to meeting the minimum eligibility criteria for participation in the TD Ameritrade Institutional Equity Management Program, we may have been selected to participate in the TD Ameritrade Institutional Equity Management Program based on the amount and potential profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade. TD Ameritrade is a discount broker-dealer independent of and unaffiliated with MG Financial Group and there is no employee or agency relationship between TD Ameritrade and MG Financial Group. TD Ameritrade has established the TD Ameritrade Institutional Equity Management Program as a means of assisting independent unaffiliated Advisors to grow and maintain their respective investment advisory business. TD Ameritrade does not supervise MG Financial Group and has no responsibility for our management of client portfolios or our other advice or services to clients. MG Financial Groups participation in the TD Ameritrade Institutional Equity Management Program raises potential conflicts of interest. MG Financial Group may be incented to encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to participate in the TD Ameritrade Institutional Equity Management Program, MG Financial Group may have an incentive to recommend to clients that the assets under management by Advisor be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. MG Financial Group's participation in the TD Ameritrade Institutional Equity Management Program does not relieve us of the duty to seek best execution of trades for client accounts. Further, while we strive to recommend custodians which we believe offer the most compelling offering of services for our clients, our clients are ultimately responsible to authorize the use of the custodian, as MG Financial Group cannot, and will not, establish custodian accounts on behalf of our clients.

MG Financial Group may receive similar services as described above from Schwab. In addition, Schwab may provide complementary conference registration fees to MG Financial Group.

Within client accounts we utilize mutual funds managed by Dimensional Fund Advisors, LP ("DFA Funds"), among other mutual funds and ETFs managed by other third party managers. We do not receive any compensation for utilizing any fund in a client portfolio including DFA Funds but we may receive invitations to participate in its investor symposiums. We may invite clients to attend the symposiums with us which may provide an incentive for us to continue to place client assets in DFA Funds. We employ a disciplined investment process which results in utilizing those funds we believe are in the best interest of our clients. Further, we maintain policies and procedures to address such conflicts of interest.

We may pay employees cash compensation in exchange for their role in securing new client relationships. No additional amount is added to the client's investment advisory fee as a result of these employee cash referral fees paid.

Item 15 Custody

We do not maintain custody of client assets, except as a consequence of our ability to withdraw our advisory fee directly from client accounts. We have written authority from these clients to deduct fees directly from their accounts at the end of each quarter and the fee is fully disclosed on quarterly client account statements sent by the qualified custodian. We encourage you to review these statements carefully. We send statements to clients on an as needed or by request basis. We also maintain policies and procedures designed to provide reasonable assurance our client's qualified custodian is sending monthly and quarterly statements to our clients and that we do not inadvertently obtain further custody over client assets. We encourage clients to compare information in our reports to reports provided by the client's qualified custodian. We have no affiliated qualified custodians.

Item 16 Investment Discretion

We provide portfolio management services on a discretionary and non-discretionary basis. All accounts are subject to a written investment advisory agreement which describes investment authority, investment objectives, fees and other matters.

Item 17 Voting Client Securities

We do not vote proxies on behalf of its clients. We or the custodian send all proxy materials directly to our clients, who are responsible for voting proxies. Upon our client's request, we will provide advice and information to clients to assist you in making a determination of how to vote a specific proxy. The final decision of how to vote a proxy, however, rests with our client.

Item 18 Financial Information

We have no financial conditions to disclose which would impair our ability to meet our contractual commitments to our clients.

Other Information

We do not participate in legal proceedings, including class actions, on behalf of our clients.

McCarthy Grittinger Financial Group, LLC

Form ADV Part 2A

March 23, 2017

Our CCO, Scott D. Grittinger, serves as Managing Partner and Advisor which could result in competing priorities. MG Financial Group maintains policies, procedures and controls to assist in mitigating this conflict, and does not believe it results in unfair treatment of its clients.

Privacy Policy Notice

Our Commitment to You

When you become a client of MG Financial Group you entrust us with not only your financial assets but also with personal information about you. We treat this information as confidential and recognize the importance of protecting access to it.

The Type of Information We Collect About You

In the course of doing business with our clients, we collect nonpublic information about you. You typically provide personal information when you become a client or when you request a transaction that involves MG Financial Group. This nonpublic information may include information regarding your name and address, social security number, assets, income, account balance, bank account information, personal tax information and investment activity.

What We Do With Your Personal Information

We do not sell information about our current or former clients to third parties, and we do not disclose it to third parties unless requested by our client or necessary to process a transaction, service an account, or as permitted by law. We may share information with companies that perform administrative services for us. However, our contracts restrict the companies from using our client information for any other purpose than that for which they have been hired.

How We Safeguard Your Personal Information

To protect your personal information, we maintain physical, electronic and procedural safeguards to guard your personal information. Our Privacy Policy, which applies to all our employees, restricts the use of client information and requires that it be held in strict confidence

We'll Keep You Informed

If we change our Privacy Policy with regard to disclosing your confidential information, we are required by law, to notify you and provide you a revised notice.

Should you have any questions regarding our privacy policy, please contact us at 414-475-1369.