

CORPORATE BROCHURE

Item 1 – Cover Page

Dyer Capital Management, Inc.

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Marion, MA 02738

508-748-3030

www.dyercapital.com

March, 2017

Dyer Capital Management, Inc. is a Registered Investment Adviser with the Commonwealth of Massachusetts and other states. Registration of an Investment Adviser does not imply that any individual providing investment advisory services on behalf of Dyer Capital Management, Inc. possesses a certain level of skill or training. The oral and written communications of an adviser provide you with information about which you may use to determine whether to hire or retain an adviser.

Additional information about Dyer Capital Management, Inc. also is available on the U.S. Securities and Exchange Commission website at www.adviserinfo.sec.gov.

This Brochure provides information about the qualifications and business practices of Dyer Capital Management, Inc. If you have any questions about the contents of this Brochure, please contact us at 508-748-3030 or thd.dyercap@comcast.net. 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.

Item 2 – Material Changes

There are no material changes for the company to report at this time. This Brochure is our annual update.

In the past, we have offered information about our qualifications and business practices to clients on, at least, an annual basis. Pursuant to SEC and state rules, we plan to provide a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

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

Currently, our Brochure may be requested by contacting Timothy H. Dyer, President and Chief Compliance Officer at 508-748-3030 or thd.dyercap@comcast.net. Our Brochure is also available on our website www.dyercapital.com, also free of charge.

Additional information about Dyer Capital Management, Inc. also should be available via the SEC's website www.adviserinfo.sec.gov. The SEC's website should provide information about any persons affiliated with Dyer Capital Management, Inc. who are registered, or are required to be registered, as investment adviser representatives of Dyer Capital Management, Inc.

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Item 4 – Advisory Business

Timothy H. Dyer founded Dyer Capital management in 1992. The business incorporated in 1996 under the name Dyer Capital Management, Inc. Mr. Dyer remains President and Chief Compliance Officer of the firm. Dyer Capital Management, Inc. is a registered investment adviser.

Dyer Capital Management, Inc. (hereinafter “DCM”) is a fee-only investment adviser providing highly personal investment counsel to its clientele. The needs of each of DCM’s clients are different and DCM tailors recommendations to suit those needs. At DCM, we believe that the key to a successful investment management is appropriate asset allocation. Each class of assets, ranging from money market instruments to bonds to equities to alternative assets, has its own risks and return characteristics. The proportion of each asset class within a portfolio depends on the client’s investment objectives and the ever-changing economic environment.

Through personal discussions in which goals and objectives based on a client’s particular circumstances are established, DCM develops a client’s personal investment policy and creates and manages a portfolio based on that policy.

DCM will normally manage accounts on a discretionary basis whereby the client gives DCM limited power of attorney to place transactions on behalf of the client. Each client’s account is managed on the basis of the client’s financial situation, risk tolerance and investment objectives (i.e., maximum capital appreciation, growth, growth and income and income oriented) and in accordance with any reasonable restrictions imposed by the client on the management of the account. DCM monitors clients’ portfolios on a continuous basis and will recommend or make changes as appropriate.

As of December 31, 2016 DCM manages \$42,136,358.67 of assets on a discretionary basis.

DCM may also perform other related services on behalf of its clients. Such services involve paying bills for a client and/or providing general financial oversight of a client’s assets other than investment portfolio services.

Item 5 – Fees and Compensation

The specific manner in which fees are charged by DCM is established in the client’s written agreement with DCM. Fees are normally payable quarterly in arrears of services rendered. The quarterly fee is determined by multiplying one-quarter of the annual fee by the total market value of the account as of the close of the cyclical quarter. Depending upon the billing cycle chosen, in the initial quarter, the client may pay for a full quarter of management, even though the account may have been managed more or less than a complete quarter. There is no charge for initial setup

work or for the development of a formal asset allocation plan. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. Clients may elect to be billed directly for fees or to authorize DCM to debit fees from client accounts, as long as the following conditions are met:

- The client provides written authorization permitting the fees due to DCM to be paid directly from the client’s account held by an independent custodian.
- The adviser sends a fee statement to the client and the custodian at the same time. The client’s fee statement will show the amount of the advisory fee and how it was calculated, while the custodian’s fee statement will only show the amount of the advisory fee.
- The custodian should send to the client a statement, at least quarterly, indicating all amounts disbursed from the account including the amount of advisory fees paid directly to the adviser.

Authorization for any automatic deduction of fees from the account would be contained in the Investment Management Agreement. DCM will instruct the custodian to liquidate money market shares to pay the management fees, and, if the money market balance or cash is insufficient, other investment(s) would be liquidated at the discretion of DCM.

DCM’s fees are exclusive of any brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the client, if they are relevant. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, wire transfer fees, electronic fund fees and other possible fees. Also, mutual funds normally charge internal management fees, which are disclosed in each fund’s prospectus. Such mutual fund expenses are also exclusive of and in addition to DCM’s annual management fees, and DCM shall not receive any portion of these other stated commissions and costs.

Currently, the annual management fee structure for the services of DCM payable in quarterly installments is as follows:

<u>Total Market Value of Assets</u>	<u>Annual Fee</u>
Up to \$250,000	1.25%
Over \$250,000 - \$3,000,000	1.00%
Over \$3,000,000	.75%

DCM receives no compensation whatsoever in the way of commissions, fees, or other charges from Charles Schwab & Co., Inc. or any other brokerage house. DCM is strictly a fee-only investment adviser. Clients have the option to purchase investment products we recommend

through the brokerage house of their choice. We are compensated by our clients for portfolio management via annual management fees payable quarterly in arrears for assets under management. We are not paid because of the activity in clients' accounts or because of the types of investments recommended. This means that our portfolio recommendations are completely unbiased. Our interests are aligned with our clients in that each of us is pursuing reasonable portfolio growth, not transaction volume. Our management fee is based only on the size of the portfolio now and in the future.

DCM may also perform other related services on behalf of a client. Such services involve paying bills for a client and/or providing general financial oversight of a client's assets other than investment portfolio services. These services may be billed at an hourly rate of \$200 or a flat fee may be quoted which takes into consideration the time and complexity of the services to be performed. Fees charged are due and payable after services are rendered. No compensation is payable prior to the performance of this type of agreed-upon work.

All fees are subject to negotiation.

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

We do not charge any 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

We offer portfolio management services to individuals, high net worth individuals, profit-sharing plans, charitable institutions, trusts, and other appropriate entities. New clients should have a minimum dollar value of assets of \$200,000. However, we retain the right to reduce or waive this minimum account size, if appropriate, at our sole discretion.

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

DCM assesses a client strategy through personal discussions in which goals and objectives based on a client's particular circumstances are established. A client's personal investment policy is developed, and DCM creates and manages a portfolio based on that policy. Investing in securities involves risk of loss that clients should be prepared to bear. Client accounts are continuously reviewed by Timothy H. Dyer, President and Chief Compliance Officer of DCM. Each account is reviewed in light of the client's specific investment objectives, risk tolerance, overall market conditions and current asset mix. On a regular basis, in-depth reviews are

conducted and portfolios are compared against major market indices to ensure optimal performance for the objectives of the portfolio.

At DCM, we believe the key to successful investment management is appropriate asset allocation. Each class of assets, ranging from money market instruments to bonds to equities to alternative assets, has its own risks and return characteristics. The proportion of each asset class within a portfolio depends on the client's investment objectives and the ever-changing economic environment. Regardless of the asset class, however, the primary investment vehicles recommended to clients are no-load mutual funds. These investments provide numerous benefits. First, there should be no commission charges or sales loads for mutual funds purchased or sold by our firm. At times, there may be a small transaction charge when buying or selling a mutual fund. Second, through a mutual fund, clients benefit from the relative safety of a diversified portfolio of securities selected by an experienced portfolio manager or managers. When compared to individual stocks, well-managed equity mutual funds generally provide much less potential volatility and associated downside risk. We also invest, when appropriate, in individual stocks and bonds for clients.

Further, we normally recommend that a portion of each client's equities allocation be invested in at least one diversified international or global mutual fund. Such an investment holding, in theory, should bring more diversification and less volatility to a portfolio over time.

Item 9 – Disciplinary Information

As a registered investment adviser, we are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of DCM or the integrity of DCM's management. Neither DCM nor any of its supervised persons have any reportable disciplinary issue.

Item 10 – Other Financial Industry Activities and Affiliations

At this time, DCM nor any of its supervised persons hold any other financial industry affiliations; and we are not involved in any other relevant financial industry activities.

Item 11 – Code of Ethics

DCM has adopted a Code of Ethics to prevent violations of federal securities laws. The Code of Ethics is predicated on the principle that DCM owes a fiduciary duty to its clients. Accordingly, DCM expects all employees to act with honesty, integrity and professionalism and to adhere to

federal and state securities laws. DCM and its employees are required to adhere to the Code of Ethics. At all times, DCM and its employees should (i) place client interests ahead of DCM's; (ii) engage in personal investing that is in full compliance with DCM's Code of Ethics; and (iii) avoid taking advantage of company activities and actions for undue personal gain. DCM or individuals associated with DCM (a "Related Person") may buy or sell securities that it also recommends to clients. As this situation represents a possible conflict of interest, DCM has established the following restriction in order to ensure its fiduciary responsibilities:

1. No Related Person shall buy or sell securities for his/her personal portfolio where his/her decision is substantially derived, in whole or in part, by reason of his/her employment, unless the information is also available to the investing public upon reasonable inquiry.
2. No Related Person shall prefer his/her own interests to that of the advisory client.
3. DCM requires that all employees must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
4. When in doubt, priority is given to a client's order over the order of DCM or a Related Person. To avoid any potential conflict of interest, DCM employees are prohibited from transacting in individual equities and bonds – as opposed to mutual funds – within seven calendar days of a client's transaction in the same security.
5. Any employee not in observance of the above may be subject to severe reprimand.

Clients may request a copy of DCM's Code of Ethics by contacting Timothy H. Dyer, President and Chief Compliance Officer, at 508-748-3030 or at thd.dyercap@comcast.net .

Item 12 – Brokerage Practices

For discretionary clients, DCM requests that it be provided with written authority to determine the amounts of securities that are bought or sold. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change or amend these limitations as needed. All such amendments shall be submitted in writing. DCM generally has discretionary authority to make the following determinations without obtaining the consent of the client before the transactions are effected: (1) which securities are bought and sold for the account and (2) the total amount of securities to be bought and sold. DCM's authority in making investment related decisions may be limited by account guidelines, investment objectives, risk tolerance and trading restrictions, as agreed between DCM and the client. Although DCM normally has discretion over client accounts, it will not be responsible for handling client claims in class action lawsuits involving securities owned by the client.

Except in rare cases, DCM will not take physical possession or control of client assets. While

clients may execute transactions through any broker of their choice, we normally recommend that our clients use Charles Schwab and Company, Inc. as broker and custodian. We regard Charles Schwab as the nation's premier discount broker. DCM does not participate in any transaction fees or commissions paid to the broker-dealer or custodian. Not all advisers recommend that their clients choose a particular broker. There is a risk that in recommending a particular broker, DCM will not enable its clients to achieve the most favorable execution of client transactions, thus costing the client more money.

When placing portfolio transactions for client accounts, DCM's strives to obtain the best price and best execution, while taking into account the costs, promptness of execution and other qualitative considerations. DCM evaluates a wide range of criteria in seeking the most favorable price and market for the execution of transactions. These criteria include the broker's commission rate, efficiency of execution and error resolution, financial strength and stability, capability, positioning and distribution capabilities, information in regard to the availability of securities, trading patterns, statistical or factual information, opinion pertaining to trading and prior performance in servicing DCM. Also DCM may receive research and other investment management-related services from brokers in consideration of transacting business ("soft dollar benefits"). If DCM determines in good faith that the amount of commissions charged by a broker is reasonable in relation to the value of the brokerage and research or investment management-related services provided by such broker, DCM may authorize commissions be paid to such broker in an amount greater than the amount another broker might charge. This means that DCM does not have to produce or pay for these benefits. DCM may have an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other product or service rather than the client's interest in receiving the most favorable execution. In return for these benefits clients may be charged commissions (markups or markdowns) that are higher or lower than those charged by other broker-dealers. The research and other products or services are used for the benefit of all clients and are not allocated to any specific accounts or commissions paid.

DCM does not direct select or recommend broker dealers in exchange for client referrals.

Directed Brokerage

Certain clients may direct DCM to use a particular broker or brokers for executing transactions in their accounts. To the extent brokerage transactions are placed with a particular broker as directed by a client, DCM's ability to achieve best execution may be compromised. Clients who direct DCM to use a particular broker may pay higher commissions than those that do not. DCM reserves the right to decline acceptance of any client account that directs the use of a broker, if

DCM believes that the broker-dealer would adversely affect DCM's fiduciary duty to the client and/or ability to effectively service the client's portfolio.

Aggregation and Allocation of Trades

It is the objective of DCM to provide a means of allocating trading and investment opportunities between advisory clients on a fair and equitable basis and in compliance with all applicable state and federal guidelines. With respect to clients' accounts with substantially similar investment objectives and policies, DCM may seek to purchase or sell a particular security in each account. DCM will aggregate orders only when such aggregation is consistent with DCM's duty to seek best execution and is consistent with the investment objective of each client. No client account will be unfairly favored over any other account. Each client that participates in an aggregated order will participate based on the average execution price in that particular security. All transaction costs should be allocated fairly or proportionally based on each client's participation in the transaction. All securities purchased or sold, whether the order is filled completely or partially, should then be allocated fairly or proportionally based on the assets of each account. Aggregation policies are subject to an reasonable restrictions placed by a client on the types of investments to be made.

Item 13 – Review of Accounts

Client accounts are reviewed by Timothy H. Dyer, President and Chief Compliance Officer at DCM. Each account will be reviewed as needed in light of the client's specific investment objectives, risk tolerance, overall market conditions, and current asset mix. On a regular basis, not less than annually, in-depth reviews are conducted and portfolios are compared against major market indices to ensure optimal performance for the objectives of the portfolio. Any unusual market events could trigger an immediate review of client accounts. DCM normally sends out semi-annual letters and written year-to-date performance reports for client review reflecting the analysis described above.

Item 14 – Client Referrals and Other Compensation

DCM does not participate in any client referral program, nor do we compensate anyone for client referrals.

Item 15 – Custody

Clients should receive, at least, quarterly statements from the broker dealers, banks or other qualified custodians that hold and maintain clients' investment assets. DCM urges all clients to carefully review such statements from the custodian and compare such official custodial records to any letters or statements provided by DCM. It is possible our statements may vary from time to time from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Any discrepancies should be explained by DCM.

Item 16 – Investment Discretion

DCM usually receives discretionary authority from the client at the outset of an advisory relationship to select the actual mutual funds or securities and amount of mutual funds or other securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. For those client accounts over which DCM has discretion, DCM requests that it be provided with written authority (e.g., limited power of attorney contained in DCM's Letter of Agreement) to determine the amounts of mutual funds or other securities that are bought or sold. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change or amend these limitations as required. All such amendments shall be submitted in writing. DCM generally has discretionary authority to make the following determinations without obtaining the consent of the client before the transactions are effected: (1) which mutual funds or securities are bought and sold for the account and (2) the total amount of the mutual funds or securities to be bought and sold. DCM's authority in making investment related decisions may be limited by account guidelines, investment objectives and trading and other reasonable restrictions on investment(s), as agreed between DCM and the client.

Item 17 – Voting Client Securities

The act of managing assets of clients may include the voting of proxies related to such managed assets. Where the power to vote in person or by proxy has been delegated, directly or indirectly, to an investment adviser, the investment adviser has the fiduciary responsibility for (a) voting in a manner that is in the best interests of the client and (b) properly dealing with potential conflicts of interest arising from proxy proposals being voted upon. Accordingly, DCM has instituted proxy voting policies and procedures that are designed to (i) ensure that proxies are voted in an appropriate manner or to abstain in voting when appropriate and (ii) when relevant, complement DCM's investment policies and procedures regarding its general responsibility to monitor the performance and/or corporate events of companies which are issuers of securities held in managed accounts.

DCM's general policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities (collectively, "proxies") in a manner that does not harm the interests of the client as DCM determines it to be, in its sole discretion. To abstain is generally regarded as an option as well.

You may obtain a copy of DCM's proxy voting policy and procedures upon request. If you have any questions about DCM's Proxy Voting Policies or Procedures, please call 508- 748-3030 or email thd.dyercap@comcast.net.

Item 18 – Financial Information

As a registered investment adviser, DCM is required to provide any prospective clients or clients with certain financial information about relevant financial conditions that would be important for you to know. DCM does not require or accept prepayment of more than \$1200 in fees six months or more in advance; therefore, DCM is not required to include a balance sheet with this disclosure brochure. For the record, DCM has no financial commitment, debt or other related issue that impairs its ability to meet contractual and fiduciary duties to clients. Furthermore, DCM has never been the subject of a bankruptcy proceeding.

Item 19 – State Registered Advisers

- A. Principal Executive Officers and Management Persons. See information provided elsewhere in Form ADV Part 2B.
- B. DCM is not actively engaged in any business other than providing investment advice and management services.
- C. Neither DCM nor any supervised persons is compensated by performance based fees.
- D. Neither DCM nor any management person has been involved in any disciplinary or other event described in the Form.
- E. Neither DCM nor any supervised persons has a relationship or arrangement with any issuer of securities.

BROCHURE SUPPLEMENT

Item 1 – Cover Page

Timothy H. Dyer
Dyer Capital Management, Inc.

9 Cottage Street, Marion, MA 02738

508-748-3030

March, 2016

This Brochure Supplement provides information about Timothy H. Dyer that supplements the Dyer Capital Management, Inc. (DCM) Brochure. Please contact Timothy H. Dyer, President and Chief Compliance Officer, if you did not receive DCM's Brochure or if you have any questions about the contents of this Supplement.

Additional information about Timothy H. Dyer is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Educational Background and Business Experience

Timothy H. Dyer was born in Long Branch, NJ in 1949. Mr. Dyer is a graduate of Washington & Lee University, the Massachusetts School for Financial Studies, and the National School of Banking of America's Community Bankers at Fairfield University.

Mr. Dyer's business career began in 1971 at New Bedford Five Cents Savings Bank (later renamed Compass Bank) where he entered the financial institution's management training program. Compass became the largest bank headquartered in Southeastern Massachusetts ("Southcoast") with over \$1 billion in assets and an investment portfolio of nearly \$250 million; and Mr. Dyer rose to the position of Senior Vice President and Community Reinvestment Officer until his retirement in 1997.

In 1992, while still working at Compass Bank, Mr. Dyer founded the investment firm Dyer Capital Management, which was incorporated in 1996 under the name of Dyer Capital Management, Inc. Mr. Dyer remains President and Chief Compliance Officer. DCM is a Registered Investment Adviser.

Item 3 - 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 each supervised person providing investment advice. No information is applicable in this regard. . . because there have been no legal or disciplinary events to mention.

Item 4 - Other Business Activities

Mr. Dyer is active in community and civic affairs. Mr. Dyer currently serves as : a member (and former Chairman) of the Investment Committee of the Community Foundation of Southeastern Massachusetts; and Managing Director & Head Coach of Hockey Unlimited. Mr. Dyer has also served as : Chairman of the Board of Directors of the New Bedford Area Chamber of Commerce, President of the New Bedford Rotary Club; Treasurer of the American Red Cross, New Bedford Chapter; Chairman of the Downtown New Bedford Steering Committee; Chairman of the Marketing and Public Affairs Committee for the Massachusetts Bankers Association; Co-Chair & Co-Founder of First Night New Bedford; Chairman of the Audit Committee & Vestry member for St. Gabriel's Church; Board member of the New England Bank Marketing Association; Board member of the Community Foundation of Southeastern Massachusetts; President of the Sippican Tennis Club; volunteer and Board member of Junior Achievement; Corporator of Compass Bank; Co-Chair of the Finance Division of the New Bedford Whaling Museum Capital Campaign; Co-Chair for the Greater New Bedford Summerfest; a former Delegate for the InterChurch Council of Greater New Bedford; a member of the Gleason Family – YMCA Board; member of the Advisory Council of Jobs for Bay State Graduates; Coordinator for the Bristol County Special Olympics; and a United Way volunteer.

**Maria J. Lynch
Operations Supervisor and Compliance Manager**

Mrs. Lynch is an active member of the community. She is a member of Friends of Old Rochester Drama and Friends of Old Rochester Music. Maria also teaches Faith Formation at St. Anthony's Parish, and is involved in several programs offered by the Mattapoisett Recreational Department. Maria was also a member, program leader, and retreat leader for the Ministry of Mothers Sharing (M.O.M.S.) at St. Anthony's Parish; she had been involved in Girl Scouts of Southeastern MA for the 14 years as a troop leader; she has volunteered for the New Bedford Area Chamber of Commerce membership drive, served as a Loaned Executive and volunteer for the United Way of Greater New Bedford, and volunteered as a mentor for Junior Achievement.

Michelle E. Chandler
Office Manager & Asst. Compliance Manager

Mrs. Chandler is currently a volunteer at Damien's Food Pantry in Wareham, MA. She is an active member of her church, Our Lady of the Assumption in New Bedford, MA and was previously an assistant teacher in the church's Faith Formation program for many years. She has also been a volunteer with V.A.S.E. (Volunteers At Sippican Elementary); and for several years, Michelle served as Youth Leader of her parish (St. Francis De Sales) while living in The Bahamas.

Item 5 - Additional Compensation

Timothy H. Dyer does not receive any compensation whatsoever in the way of commissions, fees, or other charges from Charles Schwab or any other brokerage house. There is no additional compensation outside of his regular salary and bonuses at DCM for his work as an investment professional.

Item 6 - Supervision

DCM has only one supervised person or adviser, Timothy H. Dyer, who also is the President and Chief Compliance Officer of the firm. There is no one who monitors the advice Mr. Dyer gives to his clients, mainly because he is the only person at DCM with the expertise and experience to provide this service.