



Form ADV Part 2A

Firm Brochure

State-Registered Investment Adviser

AXION CAPITAL MARKETS, LLC

CRD Number: 340326

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- Phone: 405-252-2426
- Website: <https://axioncapitalmarkets.com>

This brochure provides information about the qualifications and business practices of Axion Capital Markets, LLC ("Axion" or the "Firm"). If you have any questions about the contents of this brochure, please contact us at info@axioncapitalmarkets.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.

Registration as an investment adviser does not imply a certain level of skill or training.

ITEM 2 – MATERIAL CHANGES

This section describes specific material changes since the last annual amendment or brochure update.

As this is the Firm's initial brochure filing, there are therefore no material changes to report.

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ITEM 4 – ADVISORY BUSINESS

Firm Description

Axion Capital Markets, LLC is an investment advisory firm organized in Oklahoma. The Firm is owned by The Walcher Group, LLC. The Firm provides discretionary portfolio management and investment advisory services to individuals, households, and businesses.

The Firm's principal executive is Joshua Walcher.

Services Offered

Axion provides:

- portfolio management and review
- investment advice regarding securities and investments
- financial planning and consultation services
- education regarding investment concepts

Axion tailors its advice to:

- client financial situation
- risk tolerance and investment objectives
- restrictions reasonably requested in writing

Clients are responsible for promptly notifying Axion of material changes in circumstances.

Axion does not sponsor wrap fee programs.

ITEM 5 – FEES AND COMPENSATION

Asset-Based Advisory Fees

For investment management services, Axion charges an annual fee based on assets under management (AUM).

Standard Fee Schedule

- The standard advisory fee is 1.00% annually of assets under management for the first one million dollars of assets under management. When billed monthly in arrears this equals approximately 0.0833% per month.

Discount Fee Schedule

- Clients with more than \$1,000,000 of assets under management may receive a reduced advisory fee. Reduced fees are negotiated based on account size, complexity, and services provided. Any negotiated fee arrangement will be disclosed in writing in the client's advisory agreement.

Advisory fees are billed monthly in arrears based on the market value of assets in the account as reported by the custodian on the last business day of the month.

Clients may authorize the Adviser, in writing, to deduct advisory fees directly from their custodial accounts. Each time a fee is deducted, the Adviser will send the client an invoice showing the amount of assets under management used in the calculation, the formula used to compute the fee, and the period covered by the fee.

Hourly Advisory Fees

Axion charges hourly fees for consultation or planning services:

- Standard clients: **\$150 per hour**
- Discounted clients: **\$125 per hour**

A minimum of one (1) billable hour per year applies to each client household. Hourly fees are billed in arrears for services actually rendered.

Other Fees and Expenses

Clients may also incur additional charges from third parties, including:

- brokerage commissions
- ticket charges
- custodian fees
- mutual fund or ETF internal expenses
- wire/transfer fees

These are separate from advisory fees and not paid to Axion. Axion does not receive commissions or compensation from product sales.

Clients may terminate services at any time. Upon termination, fees will be prorated to the date of termination.

ITEM 6 – PERFORMANCE-BASED FEES

Axion does not charge performance-based compensation based on capital appreciation or capital gains. The Firm's fee arrangements are limited to those described in Item 5.

ITEM 7 – TYPES OF CLIENTS

Axion primarily provides advisory services to:

- individuals and families
- high net worth individuals
- businesses or trusts

Minimum account sizes may be imposed or waived at the Firm's discretion.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Axion uses the following methods of analysis and investment strategies:

- fundamental analysis
- technical analysis
- quantitative screens
- asset allocation
- long- and short-term investment horizons, depending on client needs
- use of options strategies for hedging, income generation, or risk management purposes, where appropriate and consistent with client objectives and risk tolerance
- Investment analysis systems and algorithms custom-developed by The Walcher Group, LLC.

Axion does not pay additional compensation to The Walcher Group, LLC for the use of these tools, and their use does not result in additional costs to clients.

Material Risks

Investing in securities involves risk of loss that clients should be prepared to bear, including:

- market risk
- interest rate risk
- equity price volatility
- options risk, including leverage risk, time decay, liquidity risk, and the potential for losses exceeding the initial investment
- liquidity risk
- credit risk
- ETF/pooled investment risk
- inflation risk

Past performance is not indicative of future results.

ITEM 9 – DISCIPLINARY INFORMATION

Axion and its management personnel have no reportable disciplinary events.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Axion is not affiliated with a broker-dealer. Advisory personnel may engage in outside business activities, which will be disclosed where it is material.

Outside business activities are subject to internal review and approval procedures designed to identify and mitigate conflicts of interest.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Axion maintains a written Code of Ethics in accordance with Rule 204A-1. The Code requires:

- compliance with applicable securities laws
- protection of client confidentiality
- reporting of personal securities transactions
- avoidance and disclosure of conflicts of interest

Clients may request a copy of the Code of Ethics.

Axion and its personnel may invest in the same securities recommended to clients. Such transactions will be conducted in a manner designed to avoid disadvantaging clients.

ITEM 12 – BROKERAGE PRACTICES

The Adviser may recommend that clients utilize Charles Schwab & Co., Inc. or Interactive Brokers LLC as qualified custodians. Clients are not required to utilize any particular broker or custodian recommended by the Adviser and may select other custodians if they choose.

Broker Selection and Best Execution

The Adviser has a fiduciary duty to seek best execution for client transactions. In selecting brokers, the Adviser evaluates a range of factors, including but not limited to execution capability, commission rates, responsiveness, financial stability, reputation, and the quality of services provided.

Best execution does not necessarily mean the lowest commission cost, but rather the most favorable overall terms reasonably available under the circumstances.

Soft Dollar Benefits

The custodians recommended by the Adviser may provide certain products and services to the Adviser that may be considered “soft dollar” benefits. These may include research services, software, market data, and other technology that assist the Adviser in managing client accounts.

These benefits are typically provided without direct cost to the Adviser and may not directly benefit all client accounts. As a result, a conflict of interest exists because the receipt of such benefits may create an incentive for the Adviser to recommend or select a particular custodian.

The Adviser does not enter into formal soft dollar arrangements in which client brokerage commissions are explicitly directed in exchange for research or other services.

The Adviser seeks to mitigate this conflict by consistently applying its duty to seek best execution for all client transactions.

Directed Brokerage

Clients may direct the Adviser to use a specific broker or custodian. In such cases, the Adviser may be unable to achieve best execution or aggregate trades, which could result in higher transaction costs or less favorable execution.

Aggregation and Allocation of Trades

The Adviser may aggregate (or “block”) trades for multiple client accounts when it believes such aggregation is consistent with its duty to seek best execution. When trades are aggregated, transactions are allocated among participating accounts in a fair and equitable manner.

If aggregation is not used, trades are executed individually, which may result in different execution prices for different accounts.

ITEM 13 – REVIEW OF ACCOUNTS

Client accounts are reviewed periodically by Joshua Walcher, Managing Member and Chief Investment Officer of the firm.

Reviews may consider:

- market conditions
- client objectives
- risk tolerance
- suitability of holdings

Clients receive statements directly from custodians at least quarterly.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

The Adviser does not currently compensate third parties for client referrals. If the Adviser enters into referral arrangements in the future, such arrangements will be conducted in accordance with applicable federal and state securities laws, and clients will receive appropriate written disclosures regarding any such arrangements.

ITEM 15 – CUSTODY

Axion does not have physical custody of client funds or securities.

Custodians maintain possession of client assets.

Axion may be deemed to have custody solely for the purpose of fee deduction when clients authorize custodians to deduct advisory fees. Clients will receive account statements directly from custodians.

ITEM 16 – INVESTMENT DISCRETION

Axion typically accepts discretionary authority to manage client accounts, including:

- selection of securities
- timing of transactions
- amount of securities to be bought or sold

Discretion is granted through the advisory agreement and custodian trading authorization.

ITEM 17 – VOTING CLIENT SECURITIES

Axion does not vote proxies on behalf of clients. Clients will receive proxies directly from custodians and are responsible for voting them.

ITEM 18 – FINANCIAL INFORMATION

Axion does not:

- require or solicit prepayment of fees more than \$500 six months or more in advance
- have any financial condition reasonably likely to impair ability to meet contractual commitments

No bankruptcy petition has been filed by or against Axion or its management.

ITEM 19 – REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Principal Executive Officer

Joshua Walcher

Managing Member

Axion Capital Markets, LLC

Education and Business Background

Mr. Walcher holds a Bachelor's Degree in Accounting from Oklahoma State University.

Mr. Walcher has more than 20 years of experience in business and software development, including extensive experience developing software systems used for analyzing and trading financial instruments such as equities, exchange-traded funds, and mutual funds.

Mr. Walcher is the Managing Member of Axion Capital Markets, LLC and is responsible for portfolio management, investment advice, and supervisory activities of the firm.

Disciplinary Information

Neither Axion Capital Markets, LLC nor its management personnel have any reportable disciplinary events.

Other Business Activities

Mr. Walcher is also the Managing Member of The Walcher Group, LLC, the parent company of Axion Capital Markets, LLC. Activities conducted through The Walcher Group, LLC primarily involve software development and technology consulting.

These activities do not involve the management of advisory client accounts, do not involve the provision of investment advisory services to clients of Axion Capital Markets, LLC, and do not present a material conflict of interest.

Supervision

Mr. Walcher serves as the Chief Compliance Officer of Axion Capital Markets, LLC and is responsible for supervising all advisory activities of the firm.

As the firm's sole principal, Mr. Walcher conducts ongoing oversight of all client accounts, investment recommendations, and compliance procedures to ensure adherence to applicable regulatory requirements.

Clients may contact Mr. Walcher at 405-252-2426 with any questions or concerns regarding the firm's supervisory practices.