



Form ADV Part 2A

Client Brochure

March 1, 2017

This brochure provides information about the qualifications and business practices of MarketRiders, Inc. ("MarketRiders"), a registered investment advisor. Registration does not imply a certain level of skill or training but only indicates that MarketRiders has registered its business with state and federal regulatory authorities, including the United States Securities and Exchange Commission. If you have any questions about the contents of this brochure, please contact us at (866) 990-3837 or by email at: support@marketriders.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 MarketRiders, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. MarketRiders, Inc.'s CRD number is: 147963

1 McBride & Son Center Dr.
Chesterfield, Missouri, 63005
(866) 990-3837
www.MarketRiders.com
support@marketriders.com

Item 2: Material Changes

The following material changes have been made to this Client Brochure since its last annual update on March 29, 2016:

- Item 4 was revised to reflect MarketRiders provides managed account services, sub-advisory and licensing engagements in addition to its subscription services.
- Item 5 was revised to reflect the application of a new fee structure for the MarketRiders Managed Account Services, how such fees are charged, and additional brokerage fees.
- Item 7 was updated to expand the types of clients served.
- Item 8 was revised to expand the description of methods of analysis and investment strategies, and investment risk and the risk of loss associated with MarketRiders' investment strategies, including investing in ETFs.
- Item 10 was revised to update the other financial industry activities and affiliations of MarketRiders and its employees.
- Item 11 was updated to reflect information regarding securities trading policies of MarketRiders employees.
- Item 12 was revised to reflect changes in brokerage practices and block trading with respect to Managed Account Services.
- Item 13 was revised to reflect changes to review of account procedures and frequency with respect to Managed Account Services.
- Item 15 was revised to address custody of Managed Account assets.
- Item 16 was revised to reflect MarketRiders now has discretionary authority for clients with Managed Accounts.
- Other revisions made but not noted here were of a non-substantive nature.

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Item 4: Advisory Business

A. Description of the Advisory Firm

MarketRiders has been in business since 2008, and is currently privately owned by Sogo Financial Group, Inc. MarketRiders is an automated investment service registered with the Securities and Exchange Commission (“SEC”). MarketRiders previously offered only Subscription Account Services and now offers Managed Account Services under the MarketRiders Wrap Fee Program (See the attached MarketRiders Wrap Fee Brochure). Additional information about MarketRiders’ products, structure and officers is provided in Part 1 of MarketRiders’ Form ADV which is available online at <http://www.adviserinfo.sec.gov>. Please visit our website at www.MarketRiders.com for additional information.

B. Types of Advisory Services

MarketRiders, Inc. offers the following services to advisory clients:

MarketRiders Online Subscription Service

MarketRiders offers a subscription-based Internet service that empowers registered members to build and manage portfolios of Exchange Traded Funds (ETFs). To become a registered member (hereinafter “Clients”), Clients elect to pay a monthly or annual subscription fee providing them access to MarketRiders’ software that allows them to build and manage their MarketRiders portfolios.

Within the MarketRiders software, Clients can either choose to answer a series of questions resulting in a recommended portfolio, or they can employ the custom portfolio construction feature to build the portfolio of their choosing. MarketRiders monitors these portfolios for Clients and sends out rebalancing alerts guiding their portfolio management. All new Clients receive a 30-day free trial that can be terminated during the trial period without penalty. After the 30-day free trial, Clients may terminate their account at any time through the account management function on the MarketRiders website and no further charges will be made to their bank or credit card. There is no required minimum account size to use this service.

MarketRiders Managed Investment Service

In addition to the subscription services, MarketRiders offers automated digital investment service based on modern portfolio theory allowing its Clients access to state-of-the-art portfolio management. The Client portfolio is designed to be consistent with each Clients’ investment objectives and risk tolerances. MarketRiders develops a customized portfolio for each client using Exchange Traded Funds (“ETFs”).

MarketRiders tailors its digital advisory services based on the individual needs of each of its Clients. Based on input from each Client, MarketRiders creates an investment plan and manages the Client's portfolio by seeking to identify: 1) the optimal asset classes in which to invest; 2) the most efficient ETFs to represent each of those asset classes; 3) the ideal mix of asset classes based on the Client's specific risk tolerance; and 4) the appropriate time to rebalance the Client's portfolio to maintain their risk tolerance and investment objectives.

Sub-Advisory Engagements

MarketRiders may act as a sub-adviser to other registered investment advisers (the "Principal Adviser") who wish to engage us to manage the holdings in their clients' portfolios. Both MarketRiders and the Principal Adviser may be granted dual trading authority. MarketRiders may have discretionary authority over a portion of the assets to buy and sell securities based on the client's individual needs. Typically, the Principal Adviser will have discretionary trading authority over the client's account and will be responsible for supervising the management of the account. Accordingly, the Principal Adviser will monitor the account activity conducted on behalf of the account by our firm. Fees will be deducted from the account(s) held at the broker-dealer (SogoTrade, Inc.). MarketRiders and the Principal Adviser will share in the fee collected. All agreed upon terms shall be provided in the sub-advisory agreement between our firm and the Principal Adviser.

Licensing Engagements

In a Licensing Engagement MarketRiders, or an affiliate company, may license or white label its technology platform to third parties including banks, trusts, credit unions, RIAs, broker/dealers, software companies, digital wealth managers, and family offices. MarketRiders may be paid a fee on assets it advises via these relationships.

C. MarketRiders Wrap Fee Program

With the exception of the Subscription Account Services, sub-advisory and license fee accounts, Client assets are managed as part of the MarketRiders Wrap Fee Program (See attached MarketRiders Wrap Fee Brochure). A wrap account is an account managed by MarketRiders in which most expenses, including brokerage commissions, management fees, clearing fees and administrative costs, are "wrapped" into a single charge. The MarketRiders Wrap Fee Program provides Clients with portfolio building tools, digitally managed invest advice, portfolio monitoring, and ETF trades as part of a single fee based on a percentage of the account assets under management. A client may incur certain separate charges imposed by SogoTrade, Inc. or Apex Clearing Corporation such as wire transfer and electronic fund fees, account termination fees, in addition to other charges. Visit us at www.MarketRiders.com for more details. The total costs associated with the MarketRiders Wrap Fee Program may be more or less than if a Client were to separately purchasing brokerage and advisory services. The factors that bear upon the relative costs of any wrap fee program include the number and timing of transactions,

portfolio management and custody fees; regulatory, compliance and administrative charges; research costs, clearing charges, among others.

D. Amounts Under Management

As of March 1, 2017, MarketRiders managed \$1,001,575.37 in client assets of which \$1,001,575.37 was managed on a discretionary basis, and \$0 managed on a non-discretionary basis.

As of March 1, 2017, MarketRiders also had \$1,243,274,560 in assets under advisement (AUA) on the MarketRiders Platform. These assets are not directly managed by MarketRiders. Unaffiliated investment advisors, family offices, and high-net worth individuals are given access to MarketRiders' technology platform under its Subscription Service. MarketRiders provides advice on how to manage their portfolios through this platform, and the client can choose to take action on the advice.

Item 5: Fees and Compensation

A. Fee Schedule

MarketRiders Online Subscription Service Fees

For Clients who elect the subscription service, they pay a subscription fee of \$14.95 monthly or \$149.95 annually, which provides them access to MarketRiders software allowing them to build and manage their MarketRiders portfolios. These subscription fees are paid in advance with some Clients being offered a free trial period. Subscription fees that are charged in advance will be refunded at the Client's request, prorated by the amount of time that has elapsed during the subscription period. All new Clients receive a 30-day free trial that can be terminated during the trial period without penalty. After the 30-day free trial, Clients may terminate their account at any time through the account management function on the MarketRiders website and no further charges will be made to their bank or credit card.

MarketRiders Managed Account Service Fees

MarketRiders is compensated for its Managed Account services by charging a fee based on the net market value of a Client's Account. MarketRiders reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain Client Accounts for any period of time determined by MarketRiders. In addition, MarketRiders may reduce or waive its fees for the Accounts of some Clients without notice to, or fee adjustment for, other Clients.

MarketRiders' Managed Account annual service fees are 0.45% on the first \$50,000, 0.35% on the next \$50,000, and 0.25% on any assets under management in a Client's

account in excess of \$100,000. MarketRiders charges a minimum monthly fee of \$7. Fees are charged on a monthly basis as explained below.

B. Payment of Fees

Payment of MarketRiders Online Subscription Service Fees

Online Subscription Service fees are paid via check or credit card in advance. Subscription fees that are charged in advance will be refunded at the Client's request, prorated by the amount of time that has elapsed during a subscription period.

Payment of MarketRiders Managed Account Service Fees

MarketRiders' Managed Account fees are charged in arrears, and are calculated on a continuous basis and deducted from Client Accounts each month as follows: MarketRiders calculates a daily advisory fee, which is equal to the fee rate multiplied by the net market value of the Client's Account as of the close of trading on the New York Stock Exchange ("NYSE") (herein, "close of markets") on such day, or as of the close of markets on the immediately preceding trading day for any day when the NYSE is closed, and then divided by 365 (or 366 in any leap year). The advisory fee for a calendar month is equal to the total of the daily fees calculated during that month (less any deductions or fee waivers) and is deducted from Client Accounts no later than the tenth business day of the following month.

C. Brokerage Services; Other Fees

MarketRiders will use its affiliate company, SogoTrade, Inc. ("Broker"), as the introducing broker-dealer for client accounts. Clients agree that Broker will effect trades in their accounts and will be responsible for confirmations and statements. Broker utilizes APEX Clearing, Inc. as a custodian to hold clients' funds and ETF shares in safekeeping and to execute, clear, and settle ETF trades. MarketRiders includes the cost of the Broker's transaction as part of its management fees, and therefore Clients pay no commissions for trading activity in the accounts. The Broker may also impose various fees for transferring securities and for other services. Clients may be responsible for paying all or some of these fees, which are in addition to the MarketRiders management fee. These other fees are subject to change by Broker without warning. Management fees may be charged by third-party ETF companies and are not included as part of the MarketRiders fee. ETF expenses are deducted from the securities on the exchange, not from a client's account.

Clients in Sub-Advisory Engagements may pay fees and expenses charged by the Broker for trade execution. This fee is not included in the Management Fee charged by MarketRiders and is disclosed separately.

D. Prepayment of Fees

MarketRiders collects subscription fees in advance. MarketRiders does not require nor does it solicit pre-payment of any Management Fees. All managed fees are paid based on service provided.

E. Outside Compensation For the Sale of Securities to Clients

Neither MarketRiders nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

MarketRiders does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

The MarketRiders managed and subscription services are primarily available to the following Types of Clients:

- Individuals
- High-Net-Worth Individuals
- Small business owners
- Trusts, Corporations and Partnerships

Minimum Account Size

There is no account minimum for participation in the Online Subscription Service but there is an account minimum of \$1,000 for the Managed Account services.

Sub-Advisory and Licensing Engagements

There is no account minimum investment to engage in a sub-advisory relationship. MarketRiders generally provides this service to the following types of Clients:

- Independent Registered Investment Advisors (RIAs)
- Investment Companies (Mutual Fund, ETF)
- Wealth Managers
- Certified Financial Planners (CFPs)
- Wrap Fee Program Sponsors
- Consultants

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

A. Methods of Analysis and Investment Strategies

MarketRiders' method of analysis is based on modern portfolio theory. Modern Portfolio Theory focuses on asset allocation through the use of Exchange Traded Funds and the implementation of periodic rebalancing when target allocations move outside of defined ranges. As part of this strategy, MarketRiders employs a "buy and hold" approach to asset management based on the belief that no one can time the market. The focus for the investor should be how much the investor can risk losing and how long they are willing to keep money in the market.

MarketRiders offers clients a range of Model Portfolios to choose from. Each Model Portfolio is designed to offer an optimized asset allocation based on varying levels of risk. In setting their investment objectives, MarketRiders provides a means by which clients can determine which risk profile is best suited to them. These risk profiles range from "Minimal Risk" (Conservative) to "A Lot of Risk" (Aggressive). Please refer to the MarketRiders website for more information regarding the risk profiles.

Choosing a Portfolio

Each investor has unique investment time horizons, funding strategies, investment experience, tax status, risk tolerances, goals, and other life circumstances that determine the weightings of asset classes in their portfolios. MarketRiders will endeavor to survey each prospective client to determine their investment goal. This investment goal will be expressed in the Client's Investment Policy Statement (or related/similar document).

Once a Client's investment objectives and guidelines are established, the appropriate MarketRiders Portfolio may be selected. MarketRiders' recommendations are made without considering potential tax consequences to the client. The client is responsible for any tax liabilities resulting from transactions (including any arising from the addition of assets to or withdrawal of assets from the client's account). Clients are urged to seek the advice of qualified tax professionals and to use all available resources to educate themselves about investing in general, as well as the investments and portfolio composition recommended by MarketRiders.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

B. Material Risks Involved

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a security, bond, or ETF may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

MarketRiders makes no representation regarding the likelihood or probability that any proposed investing plan will, in fact, achieve a particular investment goal. Past performance does not guarantee future results, and a Model Portfolio may lose value.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

MarketRiders uses Exchange traded funds ("ETFs") which are professionally managed pooled vehicles that invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities or any combination thereof. ETFs' managers trade fund investments in accordance with fund investment objectives. While ETFs generally provide diversification, risks can be significantly increased for funds concentrated in a particular sector of the market, or that primarily invest in small cap or speculative companies, use leverage (i.e. borrow money) to a significant degree, or concentrate in a particular type of security (i.e. equities) rather than balancing the fund with different

types of securities. ETFs can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. During times of extreme market volatility, ETF pricing may lag versus the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day), however, there is no guarantee this relationship will always occur. The market price of ETFs is subject to the forces of supply and demand and thus independent of the ETFs NAV. This can result in the market price trading at a premium or discount to the NAV which will affect an investment's value.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

MarketRiders CEO Kristopher Wallace is a registered principal of SogoTrade, Inc., a FINRA member broker-dealer. MarketRiders CCO Peter Zhang is a registered principal of SogoTrade, Inc.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

MarketRiders is not registered as a FCM, CPO, or CTA. MarketRiders CEO Kristopher Wallace is the CEO of Forceshares, LLC, a commodity pool operator registered with the NFA, but which has no current firm activity.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

MarketRiders is a wholly owned subsidiary of Sogo Financial Group, Inc., which is also the parent company of SogoTrade, Inc. SogoTrade has entered into a fully disclosed introducing clearing agreement with Apex Clearing Corporation ("Apex"). Broker instructs Apex on behalf of MarketRiders, where applicable, to provide execution

services for Clients' Account transactions pursuant to the authority the Client has given under the applicable Account Agreement.

D. Selection of Other Advisors or Managers and How This Adviser is Compensated for Those Selections

MarketRiders does not utilize nor select other advisors or third party managers.

Item 11: Code of Ethics, Participation in Transactions, Personal Trading

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management.

B. Recommendations Involving Material Financial Interests

MarketRiders does not recommend that clients buy or sell any security in which a related person to MarketRiders has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of MarketRiders may buy or sell securities for themselves that they also recommend to clients. MarketRiders will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold.

D. Trading Securities At/Around the Same Time as Clients' Securities

Employees of MarketRiders may buy or sell specific securities for their own accounts that may or may not be purchased or sold for Clients. MarketRiders monitors the securities transactions of its Employees and investigates any unusual patterns that it detects. It requires its Employees to report any violations of its Code of Ethics promptly to MarketRiders' Chief Compliance Officer.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

For its Subscription Service, MarketRiders clients are free to choose any broker-dealer.

For its Managed Account Service, MarketRiders uses its affiliate Broker—SogoTrade, Inc. SogoTrade's procedures are designed to make every attempt to obtain the best execution possible, although there can be no assurance that it can be obtained. MarketRiders considers the quality of the brokerage services provided, including the firm's reputation, execution capabilities, commission rates, and responsiveness to Clients and to MarketRiders' issues, quality of their application programming interfaces and technology; and other factors. Clients should understand that even though MarketRiders considers the foregoing as part of its best execution analysis, the appointment of SogoTrade as the sole broker for their accounts may result in disadvantages to the client as a possible result of less favorable executions than may be available through the use of a different broker-dealer.

1. *Research and Other Soft-Dollar Benefits*

MarketRiders receives no research, product, or services other than execution from a broker-dealer or third-party in connection with client securities transactions ("soft dollar benefits").

2. *Brokerage for Client Referrals*

MarketRiders receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. *Clients Directing Which Broker/Dealer/Custodian to Use*

Clients using the MarketRiders Subscription Service may use any broker-dealer of their choosing. MarketRiders offers its Managed Account Service only to Clients who agree to use SogoTrade as their broker-dealer for purposes of effecting transactions within their accounts.

B. Aggregating (Block) Trading for Multiple Client Accounts

In the interest of better trade execution, MarketRiders may, but is not required to, aggregate purchase or sale orders for a Client's Account with purchase or sale orders in other Client Accounts in its Managed Account Service. In such event, the average price of the securities purchased or sold in such a transaction may be determined and a Client will be allocated the average transaction price. The price may be less favorable to the Client than it would be if similar transactions were not being aggregated.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

The MarketRiders Subscription Service enables subscribers to review their portfolios when the client's financial situation changes and provides a new portfolio recommendation. Portfolio review is done at the clients' discretion; there is no intervention by MarketRiders.

MarketRiders regularly reviews the accounts of its Managed Account Service clients. It conducts the account reviews through its automated computer algorithms and periodically through investment advisers. For each of its strategies, MarketRiders is responsible for periodically reviewing trading data and other automated reports and overseeing the trading activity performed on behalf of its clients within the investment strategies. Such reviews include without limitation a verification that actual trading activity is consistent with the intended strategy and a determination that trading is undertaken in compliance with applicable regulations. In addition the Compliance Department reviews certain other aspects of regulatory compliance. The frequency of all such reviews is determined as warranted by the purpose of the review and other circumstances.

In addition, where MarketRiders is acting as a sub-adviser, a primary adviser may conduct account reviews depending on the nature of the client's contractual or advisory relationship with the primary adviser.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

The Subscription Service enables subscribers to review their portfolios when the client's financial situation changes and provides a new portfolio recommendation. Portfolio review for subscribers is done at the clients' discretion; there is no intervention by MarketRiders.

With respect to the Managed Account Service, reviews may also be triggered by material market movements, economic or political events, or by changes in the client's risk tolerance or goals.

C. Content and Frequency of Regular Reports Provided to Clients

MarketRiders provides monthly reports via email to its Subscription Service Clients.

MarketRiders provides its Clients with continuous access via its website to real-time reporting information about account status, securities positions and balances. Managed Account Clients also receive monthly account statements and trade confirmations via

email, reporting their positions, their portfolio allocations and any transactions in the preceding month. Clients may also receive periodic e-mail communications describing portfolio performance, account information, and product features. On at least an annual basis, MarketRiders contacts each Client to remind them to review and update (or confirm) their profile information previously provided.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

MarketRiders does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to MarketRiders clients.

B. Compensation to Non-Advisory Personnel for Client Referrals

MarketRiders may enter into written agreements with third-party solicitors who are in a position to refer clients to MarketRiders. Generally, where such referrals may result in a new Managed Account Service client, MarketRiders would compensate the third-party solicitor according to the terms negotiated with such solicitor.

MarketRiders may provide technology and/or consulting services to third party financial entities, including entities that may be registered as investment advisers under the Advisers Act and/or registered as broker-dealers under Section 15 of the Securities Exchange Act of 1934. As a technology services provider, MarketRiders would have no portfolio management, investment advisory, or fiduciary responsibilities with respect to any end user clients who may use the technology through an third party. When providing technology and/or consulting services to third party financial entities, MarketRiders will not manage, monitor, or oversee any trading decisions of any end user client, any client's compliance with the client's investment objectives; or any other aspects of the portfolio management activity of client accounts or portfolios. MarketRiders will not enter into a discretionary investment management agreement with a client solely in connection with the provision of technology services to a third party.

Item 15: Custody

MarketRiders does not take custody of the assets of its Subscription Service clients.

With respect to Managed Account Services, MarketRiders may be deemed to have limited custody of Client funds because Client grants MarketRiders authority to directly deduct its fees at the selected custodian. Clients will receive all account statements and should carefully review those statements for accuracy.

Item 16: Investment Discretion

MarketRiders does not have discretion over client accounts using the Subscription Service.

Before MarketRiders can buy or sell securities in a Managed Client Account, a client must sign the MarketRiders Investment Advisory Agreement in which Client grants MarketRiders discretionary authority to manage the Client account assets. Clients grant MarketRiders discretion over the selection and amount of securities to be purchased or sold without obtaining consent or approval prior to each transaction. MarketRiders generally does not accept management of accounts where clients may specify conditions or investment parameters.

Item 17: Voting Client Securities (Proxy Voting)

MarketRiders will not ask for, nor accept voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

MarketRiders does not require nor solicit prepayment of more than \$1200 in subscription or managed fees per client six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither MarketRiders nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

Neither MarketRiders nor its management have been the subject of a bankruptcy petition in the last ten years.

Item 1: Cover Page



Form ADV Part 2B: Brochure Supplement

MarketRiders, Inc.
1 McBride & Son Center Dr.
Chesterfield, Missouri, 63005
(866) 990-3837
www.MarketRiders.com

March 1, 2017

This brochure supplement provides information that supplements the MarketRiders Form ADV Part 2A brochure with regard to the following persons: Kristopher A. Wallace and Peter Zhang.

You should have received a copy of the MarketRiders Form ADV 2A brochure. Please contact MarketRiders at 866-990-3837 or by email at support@marketriders.com if you did not receive that brochure or if you have any questions about the contents of this brochure supplement.

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

As used in this Part 2B, the term "the Adviser" refers to MarketRiders, Inc. except where the context otherwise requires.

This brochure supplement is for informational purposes only. It does not convey an offer of any type and is not intended to be, and should not be construed as, an offer to sell, or the solicitation of an offer to buy, any interest in any entity, investment, or investment vehicle.

KRISTOPHER A. WALLACE

Item 2: Educational Background and Business Experience

Year Born: 1971

Formal education: University of Missouri at Columbia, BBA Finance,
Minor Economics 1993

Business background: MarketRiders, CEO & IAR, 2016 to present
SogoTrade, Inc., SVP, 2015 to present
Scottrade, Inc., VP/Director, 1996 to 2015
Series 7, 24, 55, 63, 66

Item 3: Disciplinary Information

There are no legal or disciplinary events over the past ten years that are material to a client's or prospective client's evaluation of this advisory business.

Item 4: Other Business Activities

In addition to this investment advisory business, Mr. Wallace is also a registered representative and registered principal of affiliated company SogoTrade, Inc. Further, Mr. Wallace is the CEO of Forceshares, LLC, a commodity pool operator registered with the NFA, but which has no current firm activity.

Item 5: Additional Compensation

In addition to receiving compensation from MarketRiders, Inc., Mr. Wallace receives compensation from SogoTrade, Inc. as an officer.

Item 6: Supervision

Mr. Wallace serves as the Chief Executive Officer of the Adviser and as such is not subject to additional supervision. Mr. Wallace may be contacted at 866-990-3837. The Adviser's investment decisions are based on an automated analysis of client portfolios and accounts. This analysis relies on proprietary models to generate views on portfolio allocation and rebalancing. The Adviser's portfolio management team supervises the day-to-day execution of these models and continuously research ways to enhance their efficiency. Moreover, the Adviser's compliance function monitors the Adviser's investment activities through electronically generated reports designed to audit trading activity and account management. Finally, the Adviser's investment committee periodically reviews the Adviser's investment strategies and risk processes, and approves revisions to those strategies and processes as necessary.

ZHUOQUN N. ZHANG

Item 2: Educational Background and Business Experience

Year Born: 1977

Formal education: M.S. in Economics, University of Kentucky - 2004
B.S. in Business, Southeast University, China - 2000

Business background: MarketRiders, Chief Compliance Officer, 2016 to present
SogoTrade, Inc., registered rep, 2014 to present
GL International LLC, CPA, 2013-2014
CPA license since 2010.
Series 7, 24 and 66

Item 3: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business.

Item 4: Other Business Activities

In addition to this investment advisory business, Mr. Zhang is also a registered representative of affiliated company SogoTrade, Inc.

Item 5: Additional Compensation

In addition to receiving compensation from MarketRiders, Inc., Zhuoqun Zhang receives compensation from SogoTrade, Inc. as a Registered Representative.

Item 6: Supervision

Mr. Zhang serves as the Chief Compliance Officer of the Adviser. Mr. Zhang is supervised by Mr. Wallace pursuant to the Adviser's policies and procedures. Mr. Wallace and Mr. Zhang may be contacted at 866-990-3837. The Adviser's investment decisions are based on an automated analysis of client portfolios and accounts. This analysis relies on proprietary models to generate views on portfolio allocation and rebalancing. The Adviser's portfolio management team supervises the day-to-day execution of these models and continuously research ways to enhance their efficiency. Moreover, the Adviser's compliance function monitors the Adviser's investment activities through electronically generated reports designed to audit trading activity and account management. Finally, the Adviser's investment committee periodically reviews the Adviser's investment strategies and risk processes, and approves revisions to those strategies and processes as necessary.



Appendix 1 to Form ADV Part 2A

MarketRiders Wrap Fee Brochure

March 1, 2017

Item 1 – Cover Page

This Wrap Fee Brochure provides information about the qualifications and business practices of MarketRiders, Inc. (“MarketRiders”), an SEC registered investment advisor. Registration does not imply a certain level of skill or training but only indicates that MarketRiders has registered its business with state and federal regulatory authorities, including the United States Securities and Exchange Commission. If you have any questions about the contents of this brochure, please contact us at (866) 990-3837 or by email at: support@marketriders.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 MarketRiders, Inc. is also available on the SEC’s website at www.adviserinfo.sec.gov. MarketRiders, Inc.’s CRD number is: 147963

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Item 3 - Material Changes

There are no material changes.

Item 4 - Services, Fees and Compensation

A. General Description of the Firm

MarketRiders has been in business since September 4, 2008, and is privately owned by Sogo Financial Group, Inc. MarketRiders is an automated investment service registered with the Securities and Exchange Commission ("SEC") and sponsors portfolio management services for its Clients through the MarketRiders Wrap Fee Program. Additional information about MarketRiders' products, structure and officers is provided in Part 1 and Part 2 of MarketRiders' Form ADV which is available online at <http://www.adviserinfo.sec.gov>. Please visit our website at www.MarketRiders.com for additional information.

B. Summary of MarketRiders' Advisory Services

MarketRiders offers automated digital investment service based on modern portfolio theory allowing its Clients access to state-of-the-art portfolio management. The Client portfolio is designed to be consistent with each Clients' investment objectives and risk tolerances. MarketRiders develops a customized portfolio for each client using Exchange Traded Funds ("ETFs"). MarketRiders tailors its digital advisory services based on the individual needs of each of its Clients. Based on input from each Client, MarketRiders creates an investment plan and manages the Client's portfolio by seeking to identify: 1) the optimal asset classes in which to invest; 2) the most efficient ETFs to represent each of those asset classes; 3) the ideal mix of asset classes based on the Client's specific risk tolerance; and 4) the appropriate time to rebalance the Client's portfolio to maintain their risk tolerance and investment objectives. MarketRiders will create a suggested portfolio, revise it based on reported changes in the Client's investment profile, and rebalance the portfolio periodically. In order to implement this investment advice, MarketRiders provides this Wrap Fee Program only on a discretionary basis. Clients will be contacted periodically to determine whether their financial situations or investment objectives have changed.

C. Wrap Fee Program Description

Client assets are managed as part of the MarketRiders Wrap Fee Program. A wrap account is an account managed by MarketRiders in which most expenses, including brokerage commissions, management fees, clearing fees and administrative costs, are "wrapped" into a single charge. The MarketRiders Wrap Fee Program provides Clients with portfolio building tools, digitally managed invest advice, portfolio monitoring, and ETF trades as part of a single fee based on a percentage of the account assets under management. A client may incur certain separate charges imposed by SogoTrade, Inc. or Apex Clearing Corporation such as wire transfer and electronic fund fees, account termination fees, in addition to other charges (See "Other Account Fees" below). Visit us at www.MarketRiders.com for more details. The total costs associated with the MarketRiders Wrap Fee Program may be more or less than if a Client were to separately

purchasing brokerage and advisory services. The factors that bear upon the relative costs of any wrap fee program include the number and timing of transactions, portfolio management and custody fees; regulatory, compliance and administrative charges; research costs, clearing charges, among others.

D. Advisory Fees

MarketRiders is compensated for its Managed Account services by charging a fee based on the net market value of a Client's Account. MarketRiders reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain Client Accounts for any period of time determined by MarketRiders. In addition, MarketRiders may reduce or waive its fees for the Accounts of some Clients without notice to, or fee adjustment for, other Clients. MarketRiders' Managed Account annual service fees are 0.45% on the first \$50,000, 0.35% on the next \$50,000, and 0.25% on any assets under management in a Client's account in excess of \$100,000. MarketRiders applies a minimum monthly fee of \$7. Fees are charged on a monthly basis as explained below and are not negotiable. MarketRiders is not compensated on the basis of a share of capital gains or capital appreciation of the funds or any portion of the funds of Client.

MarketRiders' Managed Account fees are charged in arrears, and are calculated on a continuous basis and deducted from Client Accounts each month as follows: MarketRiders calculates a daily advisory fee, which is equal to the fee rate multiplied by the net market value of the Client's Account as of the close of trading on the New York Stock Exchange ("NYSE") (herein, "close of markets") on such day, or as of the close of markets on the immediately preceding trading day for any day when the NYSE is closed, and then divided by 365 (or 366 in any leap year). The advisory fee for a calendar month is equal to the total of the daily fees calculated during that month (less any deductions or fee waivers) and is deducted from Client Accounts no later than the tenth business day of the following month. MarketRiders may pay Broker a portion of the MarketRiders advisory fee in accordance with an agreement with Broker so that Broker can cover its execution, clearance, and settlement charges for purchase and sales of securities in the Account.

E. Other Account Fees

Client will not be charged any commissions for trades effected through the Broker, but all other charges including custodial fees, stock transfer fees, transaction fees, charges imposed directly by mutual, index or exchange-traded funds, odd-lot differentials fees, transfer taxes, wire transfer and electronic fund fees, fees for delivery of documents in paper form, physical delivery of securities or transfers in-kind of securities, and Account ACAT and other similar charges incurred in connection with transactions for Client's account will be paid out of the assets in the Account and are in addition to the Wrap Fees paid by Client to MarketRiders.

Item 5 - Account Requirements and Types of Clients

The minimum amount required to open and maintain a MarketRiders Account is \$1000. The MarketRiders managed and subscription services are primarily available to individuals, High-Net-Worth Individuals, small business owners and Trusts, Corporations and Partnerships. Additional requirements for opening an Account are described in Item 4 above. Under the terms of the Wrap Fee Advisory Agreement and the Brokerage Agreement, the Client agrees to receive all Account information and Account documents (including this Brochure), and any updates or changes to same, through the website and electronic communications. All advisory and brokerage services, signatures for the Agreements, and all documentation related to the advisory and brokerage services are managed electronically. MarketRiders does not offer investment advice through individual representatives, and its personnel will not expand or elaborate upon any investment advice provided through its website. Although MarketRiders will periodically contact its Clients, it is the Client's responsibility to promptly notify MarketRiders of any changes to their financial situation or investment objectives that could require a revision to the portfolio. The digital advisory services include preselected ETFs for each asset class within the recommended plan, and MarketRiders does not allow Clients to select their own ETFs. Investors with specific investment requirements that deviate from the recommended plan are not permitted to become Clients.

Item 6 - Portfolio Manager Selection and Evaluation

Under its Wrap Fee Program, MarketRiders provides its Clients with investment advice based on modern portfolio theory. Modern Portfolio Theory focuses on asset allocation through the use of Exchange Traded Funds and the implementation of periodic rebalancing when target allocations move outside of defined ranges. As part of this strategy, MarketRiders employs a "buy and hold" approach to asset management based on the belief that no one can time the market. The focus for the investor should be how much the investor can risk losing and how long they are willing to keep money in the market.

MarketRiders offers clients a range of Model Portfolios to choose from. Each Model Portfolio is designed to offer an optimized asset allocation based on varying levels of risk. In setting their investment objectives, MarketRiders provides a means by which clients can determine which risk profile is best suited to them. These risk profiles range from "Minimal Risk" (Conservative) to "A Lot of Risk" (Aggressive). Please refer to the MarketRiders website for more information regarding the risk profiles. Each investor has unique investment time horizons, funding strategies, investment experience, tax status, risk tolerances, goals, and other life circumstances that determine the weightings of asset classes in their portfolios. MarketRiders will endeavor to survey each prospective client to determine their investment goal. This investment goal will be expressed in the Client's Investment Policy Statement (or related/similar document). Once a Client's investment objectives and guidelines are established, the appropriate MarketRiders Portfolio may be selected. MarketRiders' recommendations are made without considering potential tax consequences to the client. The client is responsible for any tax liabilities resulting from transactions (including any arising from the addition of assets to or withdrawal of assets from the client's account). Clients are urged to seek the advice of qualified tax professionals and

to use all available resources to educate themselves about investing in general, as well as the investments and portfolio composition recommended by MarketRiders.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 7 - Client Information Provided to Portfolio Managers

MarketRiders contacts each of its Clients on a quarterly basis requesting that they review and update the profile information the Client previously provided. On an annual basis, MarketRiders also requests that Clients reconfirm their investment profile information and update the profile if circumstances changed. These notifications and communications include a link to the Client's current profile information and contact information for the MarketRiders support team. MarketRiders also conducts reviews related to the ETFs used for Client portfolios, which may result in the removal, addition or replacement of an ETF, from the portfolios recommended by MarketRiders.

Item 8 - Client Contact with Portfolio Managers

Most client contacts and communications regarding participation in the Wrap Fee Program will take place through electronic means, such as email or through the MarketRiders website. MarketRiders also provides telephone assistance to its Clients but as an Internet advisor, it will not expand upon or elaborate on the investment advice provided through the portfolio building tools or as contained on the MarketRiders website.

Item 9 - Additional Information Disciplinary Information

MarketRiders has no material legal, administrative or regulatory disciplinary items to report. MarketRiders CEO Kristopher Wallace is a registered principal of SogoTrade, Inc., a FINRA member broker-dealer. MarketRiders CCO Peter Zhang is a registered principal of SogoTrade, Inc. MarketRiders is not registered as a FCM, CPO, or CTA. MarketRiders CEO Kristopher Wallace is the CEO of Forceshares, LLC, a commodity pool operator registered with the NFA, but which has no current firm activity. MarketRiders is a wholly owned subsidiary of Sogo Financial Group, Inc., which is also the parent company of SogoTrade, Inc. SogoTrade has entered into a fully disclosed introducing clearing agreement with Apex Clearing Corporation ("Apex"). Broker instructs Apex on behalf of MarketRiders, where applicable, to provide execution services for Clients' Account transactions pursuant to the authority the Client has given under the applicable Account Agreement.

MarketRiders has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Clients may request a copy of our Code of Ethics from management. MarketRiders does not recommend that clients buy or sell any security in which a related person to MarketRiders has a material financial interest. From time to time, representatives of MarketRiders may buy or sell securities for

themselves that they also recommend to clients. MarketRiders will always document any transactions that could be construed as conflicts of interest and will always transact client business before their own when similar securities are being bought or sold. Employees of MarketRiders may buy or sell specific securities for their own accounts that may or may not be purchased or sold for Clients. MarketRiders monitors the securities transactions of its Employees and investigates any unusual patterns that it detects. It requires its Employees to report any violations of its Code of Ethics promptly to MarketRiders' Chief Compliance Officer.

MarketRiders regularly reviews the accounts of its Managed Account Service clients. It conducts the account reviews through its automated computer algorithms and periodically through investment advisers. For each of its strategies, MarketRiders is responsible for periodically reviewing trading data and other automated reports and overseeing the trading activity performed on behalf of its clients within the investment strategies. Such reviews include without limitation a verification that actual trading activity is consistent with the intended strategy and a determination that trading is undertaken in compliance with applicable regulations. In addition the Compliance Department reviews certain other aspects of regulatory compliance. The frequency of all such reviews is determined as warranted by the purpose of the review and other circumstances. Reviews may also be triggered by material market movements, economic or political events, or by changes in the client's risk tolerance or goals. MarketRiders provides its Clients with continuous access via its website to real-time reporting information about account status, securities positions and balances. Managed Account Clients also receive monthly account statements and trade confirmations via email, reporting their positions, their portfolio allocations and any transactions in the preceding month. Clients may also receive periodic e-mail communications describing portfolio performance, account information, and product features. On at least an annual basis, MarketRiders contacts each Client to remind them to review and update (or confirm) their profile information previously provided.

MarketRiders does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to MarketRiders clients. MarketRiders may enter into written agreements with third-party solicitors who are in a position to refer clients to MarketRiders. Generally, where such referrals may result in a new Managed Account Service client, MarketRiders would compensate the third-party solicitor according to the terms negotiated with such solicitor. MarketRiders may provide technology and/or consulting services to third party financial entities, including entities that may be registered as investment advisers under the Advisers Act and/or registered as broker-dealers under Section 15 of the Securities Exchange Act of 1934. As a technology services provider, MarketRiders would have no portfolio management, investment advisory, or fiduciary responsibilities with respect to any end user clients who may use the technology through an third party. When providing technology and/or consulting services to third party financial entities, MarketRiders will not manage, monitor, or oversee any trading decisions of any end user client, any client's compliance with the client's investment objectives; or any other aspects of the portfolio management activity of client accounts or portfolios. MarketRiders will not enter into a discretionary investment management agreement with a client solely in connection with the provision of technology services to a third party.

MarketRiders does not require nor solicit prepayment of more than \$1200 in subscription or managed fees per client six months or more in advance and therefore does not need to include a balance sheet with this brochure. Neither MarketRiders nor its management have any financial conditions that is likely to reasonably impair our ability to meet contractual commitments to clients. Neither MarketRiders nor its management has been the subject of a bankruptcy petition in the last ten years.