

HARLEY CAPITAL LLC RELATIONSHIP SUMMARY DISCLOSURE

November 2023

Harley Capital LLC (“HC”) is registered with the Securities and Exchange Commission (“SEC”) as a broker-dealer. Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences. This Client Relationship Summary provides details about our brokerage services, fees, and other important information.

Free and simple tools are available for investors to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS). Here, you can also find educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

Harley Capital LLC offers brokerage services to retail investors. All accounts are currently held by the Firm’s clearing agent, ***RBC Capital*** (“***RBC***”) on a fully disclosed basis. We are a Full-Service Broker/Dealer retailing corporate equity securities over-the-counter; Non-exchange member effecting transactions in listed securities through exchange member; Broker selling corporate debt securities; Private placement of securities; and Mergers and acquisitions advisory services. The Firm offers recommendations to retail investors.

Conversation Starters. Ask your financial professional these questions to learn more:

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

- Registered Representatives monitor accounts with their clients. Representatives discuss overall account performance with their clients. Clients can ask representatives to discuss and explain any transaction in their accounts. Also, representatives discuss all recommendations to their clients on a per/transaction basis. Clients are NOT required to participate with every recommendation. Clients are permitted to decline any recommendation they do not want in their accounts. Account monitoring is part of the service the firm provides its clients
- The client has the last word in the investment decisions.
- The firm does sell proprietary products, even with this, the offerings that the firm can offer to its customers is very limited.
- The firm does NOT have any account minimums.

For additional information, on products that the firm offers, please visit our website: [www. harleycapital.com](http://www.harleycapital.com).

What fees will I pay?

Conversation Starter –

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

Fees are negotiated on a case by case with the client at the time of the transaction, and can be based on various criteria, such as: type of transaction (equity, mutual fund), or transaction size (dollar amount, share amount), or frequency of trading (short term trading vs. buy and hold strategy), or any other criteria accepted when fees are negotiated between the client and the Firms registered representative. Please note, conflicts can occur with your Representative. Registered Reps charge commissions, and the more transactions that clients make, the more commissions will be charged to the customer accounts. Fees assessed to customer accounts will negatively affect the overall profitability to the account.

The Firm’s Clearing Agent, RBC, charges for a multitude of fees related to customer accounts. This can include Account transfers, Returned Checks, IRA’s, Annual Fees, Low Priced Security Reviews, Wire Transfers etc. For more information, please contact your registered representative or our compliance department at 212-944-1791.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

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

When we provide you with a recommendation, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations, we provide you.

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

The firm and its Registered Representatives receive compensation by charging its clients commissions. The number of transactions recommended by your representative can negatively affect the value of your account. More transactions can equal more commissions and/or fees to the Representative and/or Firm. This effect could cause your account to decline in value. Your representative could recommend more transactions that might negatively impact the value of your account. The Firm also earns through its fees. Additional fixed commissions may be shared with its Registered Representatives. The firm may earn fees on its Investment Banking services through Private Placements in the form of commissions, placement fees, and/or payment with issuer stock or warrants. The firm may also earn a percentage on margin accounts charged to its customers.

How do your financial professionals make money?

The firm's Registered Representatives earn by charging commissions to their clients. This may cause a conflict of interest to the clients in that the more transactions the Representatives solicit to their clients, the more the Representatives can earn.

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

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You can visit [Investor.gov/CRS](https://www.investor.gov/CRS) for a free and simple search tool to research our firm and financial professionals.

Conversation Starter –

- How might your conflicts of interest affect me, and how will you address them?

Conversation Starter –

- As a financial professional, do you have any disciplinary history? For what type of conduct?

For additional information about Harley Capital LLC, or to request a copy of this relationship summary please visit [harleycapital.com](https://www.harleycapital.com). You may also call 212-944-1791 to request up to date information or a copy of this relationship summary.

Conversation Starter –

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