

Item 1 – Introduction

Nadler Financial Group, Inc. (“Nadler”, “we” or “us”) is registered with the Securities Exchange Commission (“SEC”) as a registered investment adviser. Investment advisory services and compensation structures differ from that of a registered broker-dealer, and it is important that you understand the differences. You should carefully consider which types of accounts and services are right for you.

Free and simple tools are available to research firms and financial professionals at www.Investor.gov/CRS. The site also provides educational materials about broker-dealers, investment advisers, and investing.

Conversation Starters: *Conversation Starters are included in this document to assist you in asking helpful questions regarding your engagement with our Firm.*

Item 2 – Relationships and Services

What investment services and advice can you provide me?

We provide investment advisory services, including discretionary investment management, financial planning, and financial consulting services to individuals, trusts and estates (our “retail investors”). We also provide these services to qualified retirement plan clients. We also provide a model-driven discretionary investment program (our “Focused Investment Objective Program”) for clients who maintain less than \$750,000 in assets under management with us. Certain longstanding client relationships are governed by a “legacy” fee schedule as set forth in our Form ADV Part 2A disclosure brochure. When a retail investor engages us to provide discretionary investment management services, we monitor, on a continuous basis, the investments in the accounts over which we have discretionary authority as part of our investment management service. Furthermore, when engaged on a discretionary basis, we have the authority, without prior consultation with you (unless you impose restrictions on our discretionary authority), to buy, sell, trade, and allocate the investments within your account(s) consistent with your investment objectives. Our discretionary authority over your account(s) shall continue until our engagement is terminated.

When a retail investor engages us to provide financial planning and consulting services as part of the investment management engagement, we rely upon the information provided for our review and do not verify or monitor any such information while providing this service. We do not limit the scope of our investment advisory services to proprietary products or a limited group or type of investment. Clients (including those who maintain less than \$750,000 of assets under management) in our regular discretionary program are subject to a \$7,500 annual minimum fee. Therefore, these clients will pay a higher percentage annual fee than the annual fee reflected in our fee schedule. We will never charge a client in excess of 3% of their total account value. Focused Investment Objective Program client accounts generally do not exceed \$750,000 and are subject to a \$2,000 annual minimum fee.

Additional Information: For more detailed information about our *Advisory Business* and the *Types of Clients* we generally service, please See Items 4 and 7, respectively in our ADV Part 2A.

Conversation starters: *Given my financial situation, should I choose an investment advisory 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?*

Item 3 – Fees, Costs, Conflicts, and Standard of Conduct

What Fees will I pay?

We provide our discretionary investment advisory services on a fee basis. When engaged to provide discretionary investment management services, we charge a fee calculated as a percentage of your assets under our management (our “AUM Fee”). Our annual AUM Fee schedule is negotiable and ranges from 0.50% to 1.00%. Focused Investment Objective Program fees generally range from 0.75% to 0.85%. We typically deduct our AUM Fee from one or more of your discretionary accounts, in arrears, on a quarterly basis and based upon the market value of the assets on the last day of the previous calendar quarter. Because our AUM Fee is calculated as a percentage of your assets under management, the more assets you have in your

A Copy of our Form ADV Part 2A Disclosure Brochure is available at:

https://files.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=815547

advisory account, the more you will pay us for our discretionary investment management services. Therefore, we have an incentive to encourage you to increase the assets maintained in accounts we manage.

Other Fees and Costs: Your investment assets will be held with a qualified custodian. Custodians charge transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds and fixed income securities transactions). In addition, relative to all mutual fund and exchange-traded fund purchases, certain charges will be imposed at the fund level (e.g., management fees and other fund expenses).

Additional Information: 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. For more detailed information about our fees and costs related to our management of your account, please See Item 5 in our ADV Part 2A.

Conversation starters: *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?*

What are your legal obligations to me when acting as my investment adviser?

When we act as your investment adviser, 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 investment advice we provide you. Here are some examples to help you understand what this means: We may recommend a particular custodian from whom we receive support services and/or products, certain of which assist us to better monitor and service your account. We may also recommend that you roll over your retirement plan assets into an account managed by us and which we may earn new or an increase in current compensation as a result of the rollover.

Additional Information: For more detailed information about our conflicts of interest, please review our ADV Part 2A.

Conversation starter: *How might your conflicts of interest affect me, and how will you address them?*

How do your financial professionals make money?

Our financial professionals are compensated by salary and a discretionary bonus. Financial professionals compensated on a salary basis do not receive higher compensation when working with complex portfolios. Our Firm's principal receives a share of profits in accordance with ownership distributions. You should discuss your financial professional's compensation directly with your financial professional. Our Firm's principal may also earn commissions for the sale of securities or insurance products in their capacity as a registered representative of a broker-dealer or a licensed insurance agent, respectively. We do not earn management fees on products sold through the broker-dealer.

Item 4 – Disciplinary History

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

No. We encourage you to visit www.investor.gov/crs to research our Firm and our financial professionals.

Furthermore, we encourage you to ask your financial professional: *As a financial professional, do you have any disciplinary history? If so, for what type of conduct?*

Item 5 – Additional Information

Additional information about our Firm is available on the SEC's website at www.adviserinfo.sec.gov. You may contact our Chief Compliance Officer at any time to request a current copy of our ADV Part 2A or our *relationship summary*.

Our Chief Compliance Officer, Michael A. Nadler, may be reached by phone: (847)940-4040.

Conversation starters: *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?*

March 5, 2023

This Form CRS document has been amended to include a revised link to our Disclosure.

A Copy of our Form ADV Part 2A Disclosure Brochure is available at:
https://files.adviserinfo.sec.gov/IAPD/Content/Common/crd_iapd_Brochure.aspx?BRCHR_VRSN_ID=815547