

GOODMAN FINANCIAL CORPORATION

March 28, 2024

Item 1. Introduction.

Goodman Financial Corporation is registered with the United States Securities and Exchange Commission as an investment adviser. Brokerage and investment advisory services and fees differ and it is important for you to understand the differences.

Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers and investing.

Item 2: What investment services and advice can you provide to me?

Goodman Financial Corporation provides investment advisory services to retail investors. The principal service we offer is investment management services. In providing investment management services we may also provide financial planning. In certain scenarios which go beyond our investment management services, we may also offer in very limited circumstances consulting services and separate financial planning engagements at the discretion of Goodman Financial Corporation. We tailor your investment management services to match the investment objectives, goals, risk parameters, financial and other information which you provide to us. We monitor the holdings and performance of your account on an ongoing basis and provide you with quarterly reports regarding the performance and holdings of your account. We provide investment management services on a discretionary basis pursuant to authority granted to us in your client agreement. Pursuant to this discretionary authority we are authorized to determine which securities are bought and sold, the total amount to be bought and sold, and the costs at which transactions will be effected. We do not limit the provision of investment management services to proprietary products. In addition, we generally do not limit the types of investments we utilize for clients, but consistently utilize individual equity securities, fixed income securities, exchange traded funds, and mutual funds. We generally impose an account minimum of \$1 million for new clients. Regardless, we reserve the right to accept or decline a potential client for any reason in our sole discretion.

For additional information, please refer to our [Form ADV Part 2A Brochure](#), especially [Item 4 Advisory Business](#) and [Item 7 Types of Clients](#), [Item 13 Review of Accounts](#), and [Item 16 Investment Discretion](#).

Questions to Ask Us:

Given my financial situation, should I choose an Investment advisory service? Why or why not?

How will you choose the investments to recommend to me?

What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

Item 3 (part 1): What fees will I pay?

For investment advisory services we charge an asset-based fee, which is billed on a quarterly or annual basis as specified in the client agreement. For an asset-based fee, the more assets that are in a client's advisory account, the more a client will pay in fees. Therefore, we may have an incentive to encourage clients to increase the assets in his or her account. For consulting services we charge an hourly fee, which is agreed to in advance, and billed on a mutually agreed upon schedule. For separate financial planning engagements, a separate agreement is executed which documents the corresponding provisions and fees.

In addition to our fees you will be responsible for other fees and expenses, such as, transaction charges and fees/expenses charged by any custodian of your account, subadvisor, mutual fund, exchange-traded fund, separate account manager and any taxes or fees required by federal or state law. 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 additional information, see [Item 5 Fees and Compensation](#) of our [Form ADV Part 2A Brochure](#).

Question to Ask Us:

Help me to 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?

Item 3 (part 2): What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?

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 conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide to you. As an example, we receive various benefits and services from custodians that we may recommend to you. For additional information on how this conflict might affect you, please refer to our [Form ADV Part 2A Brochure](#), specifically [Item 12 Brokerage Practices](#).

Question to Ask Us:

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

Item 3 (part 3): How do your financial professionals make money?

Our financial professionals are paid on a salaried basis. The amount of our professionals' pay is not dependent upon factors such as the amount of client assets they service or the time and complexity required to meet a client's needs. The firm does not sell any products or receive any commissions, so such items do not impact the compensation of our financial professionals. Our financial professionals may be eligible to receive compensation via a bonus structure based on a percentage of the additional fees generated by any new clients obtained by the financial professional and in some cases existing clients or a bonus based on the firm's financial performance. Our financial professionals may also be eligible for a merit-based bonus. Financial professionals paid pursuant to a bonus structure that encompasses factors such as increase in firm or client account revenue and increases in managed client assets are subject to a conflict of interest, since the financial professional has an incentive to encourage you to transfer your assets to the firm. Certain supervised persons responsible for investment selection are eligible to receive a bonus based on investment performance relative to benchmarks. This bonus creates a conflict of interest since the supervised person has an incentive to recommend investments to the firm that may have a higher risk profile.

Item 4: Do you or your financial professionals have a legal or disciplinary history?

No. You can visit Investor.gov/CRS for a free and simple search tool to research our firm and our financial professionals.

Questions to Ask Us:

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

Item 5: Additional Information.

For additional information about our investment advisory services and to request a copy of our Form CRS, please contact 713-599-1777.

Questions to Ask Us:

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