



Part 2A of Form ADV

Firm Brochure

Item 1 Cover Page

A. Yacktman Capital Group, LLC

Address: 2303 Ranch Road 620 South, Suite 135-174

Austin, Texas 78734

Contact Information: Will Kruger, Chief Compliance Officer

512-653-2095

Website Address: www.yacktmancapitalgroup.com

Date of Brochure: January 1, 2011

- B. This brochure provides information about the qualifications and business practices of Yacktman Capital Group. If you have any questions about the contents of this brochure, please contact us at 512-653-2095 or info@yacktmancapitalgroup.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 Yacktman Capital Group also is available on the SEC's website at www.adviserinfo.sec.gov.

- C. Yacktman Capital Group is a registered investment adviser. The term "registered" does not imply a certain level of skill or training. Rather it means that we have filed the appropriate registration documents with either the SEC or with the state securities authorities of states where we conduct business.

Item 2 Material Changes

There are no material changes since our last annual update of our brochure dated February 28, 2010.

Item 3 Table of Contents

Item 1 Cover Page.....Page 2

Item 2 Material Changes.....Page 2

Item 3 Table of Contents.....Page 3

Item 4 Advisory Business.....Page 4

Item 5 Fees and Compensation.....Page 5

Item 6 Performance-Based Fees and Side-By-Side Management.....Page 6

Item 7 Type of Clients.....Page 6

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss.....Page 6

Item 9 Disciplinary Information.....Page 7

Item 10 Other Financial Industry Activities and Affiliations.....Page 7

Item 11 Code of Ethics, Participation or Interest in Client Transactions and
Personal Trading.....Page 8

Item 12 Brokerage Practices.....Page 8

Item 13 Review of Accounts.....Page 8

Item 14 Client Referrals and Other Compensation.....Page 9

Item 15 Custody.....Page 9

Item 16 Investment Discretion.....Page 9

Item 17 Voting Client Securities.....Page 9

Item 18 Financial Information.....Page 11

Item 19 Requirements for State-Registered Advisers.....Page 11

Item 4 Advisory Business

YCG is an independent investment advisory firm wholly owned by its' principals. The firm offers professional investment management services to individuals, investment advisers, trusts, endowments and other institutions. We have been in business now for a little over 3 years. Our formation birth date is November 5, 2007. We have two principal owners, the business is structured as follows:

Brian A. Yacktman	50% ownership
William D. Kruger	50% ownership

We offer an array of financial services. Our primary service offering is our equity management separate account strategy. We manage stock portfolios using our own proprietary and fundamental research. Clients may choose for their portfolios from three levels of concentration: Ultra-Concentrated (5 - 15 holdings), Concentrated (15 – 30 holdings), and Diversified (30 – 75 holdings). Accounts that are greater than \$500,000 in assets may elect to add our Option Enhancement component. Our Option Enhancement strategy seeks to enhance portfolio returns and generate more cash through put and call option contracts.

Clients who feel uncomfortable having their entire portfolio in stocks and options can select our asset allocation investment approach. Our asset allocation strategy seeks to diversify your portfolio among different asset classes using third party investment managers and products through mutual funds and exchange traded funds (ETFs).

As part of our desire to help our clients with their entire financial plan, we offer to work alongside with our client's attorneys and accountants in creating an appropriate trust and estate plan. A client could make an impressive total return on his invested capital, but potentially lose all or a significant part of his wealth through poor estate planning. We are not qualified to provide any legal counsel or tax advice, but will coordinate these services with trusted professionals with whom we know.

At YCG our goal is to help every client achieve their financial goals. To achieve this objective we tailor our advisory services to the individual needs of each client. Before assets are transferred over for our management, we have the new client complete an Information and Risk Profile Questionnaire. This questionnaire covers many topics such as retirement plans, financial goals, how the client defines risk etc. Clients may also elect to impose restrictions on investing in certain securities or types of securities. Upon completion of the questionnaire our registered investment advisers discuss in more detail the appropriate portfolio strategy and any other specific requests that meet the needs and desires of the client.

YCG does not participate in any wrap fee programs.

We manage on a discretionary basis, as of March 31, 2011:

Total: \$44,700,000 Rounded to the nearest \$100,000

We have one account where we have no discretionary authority, as of March 31, 2011:

Total: \$370,000 Rounded to the nearest \$10,000

Item 5 Fees and Compensation

Compensation for our advisory and investment management services are based on a percentage of assets under management. Our fee schedule is as follows:

<u>Account Values:</u>	<u>Per Year</u>
Less than \$25,000,000	1.00%
\$25,000,000 to \$50,000,000	0.85%
Over \$50,000,000	0.75%

Fees are negotiable. Our clients may elect to add the Option Enhancement component to their overall strategy. Option Enhancement seeks to enhance returns and or increase the cash flow generated by the invested portfolio. Client accounts must be greater than \$500,000 in assets to qualify for Option Enhancement. We charge an additional 0.50% per year for Option Enhancement. The total fee for a client that has \$1 million, for example, and elects to have Option Enhancement will pay 1.50% for the year.

We deduct fees directly from our client accounts on a quarterly basis in arrears. Management fees are recorded on monthly statements that are sent out to every client by our current custodian.

Our clients will incur brokerage and other transaction costs whenever trades are made within their accounts. Our current custodian does not charge monthly maintenance or custodian fees. Our clients who select our asset allocation strategy (see Item 4. B.), where we purchase and sell mutual funds and exchange traded funds, will pay additional management fees or expenses. See Item 12 on page 8 for additional information on brokerage.

Our clients do not pay management fees in advance.

All Principals and Supervised Persons at the firm receive no compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Performance fees are fees based on a share of capital gains on or capital appreciation of the assets of a client. YCG does not receive or accept any performance-based fees.

Item 7 Types of Clients

We provide investment management services and advice to individuals and their families, trusts, investment companies, and pension plans. Our minimum account size is \$500,000 (we do allow an aggregate of accounts to reach the set threshold), however, our account minimums are negotiable based on the client relationship and opportunity. We reserve the right to refuse service to any client or opportunity.

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

We are long-term investors and seek to achieve the highest possible returns with relatively minimal risk of a permanent loss of capital. Downside protection is always in the forefront of our minds as we evaluate risk and reward and strive to protect the capital of which we have stewardship. We define risk as the possibility of experiencing a permanent loss of capital.

We have a fundamental approach when evaluating any investment. When analyzing a company's value, we rely on a variety of information sources (for example, company filings, transcripts, press releases and presentations, financial periodicals and corporate rating services).

Our investment strategies are concentrated, having a range of 5 to 75 securities within any given portfolio depending on which strategy is utilized. Our methods of analysis cover many angles where we seek to identify sound businesses that are undervalued relative to cash flows, earnings, assets and future prospects.

With this fundamental approach to investing we have three equity strategies to offer our clients.

1. Ultra-Concentrated Strategy (5 – 15 holdings)
2. Concentrated Strategy (16 – 30 holdings)
3. Diversified Strategy (31 – 75 holdings)

Client's who qualify, can also adopt our Option Enhancement component and apply it to these above strategies.

We also provide our clients the option to have an asset allocation approach by accessing third party managers and investing in multiple asset classes.

We believe strongly in our investment philosophy and approach. However, investing in securities involves inherent risks that our clients should be prepared to bear. Those risks

include *market risk*, *value investing risk*, and *smaller-capitalization and medium-capitalization companies' risk*

Market Risk: The prices of the securities in which we invest may decline for a number of reasons. The price declines of common stocks, in particular, may be steep, sudden and/or prolonged.

Value Investing Risk: From time to time “value” investing falls out of favor with investors. When it does, there is the risk that the market will not recognize a company’s improving fundamentals as quickly as it normally would. During these periods, the relative performance of our investment strategies may suffer.

Smaller-Capitalization and Medium-Capitalization Companies Risk: These companies typically have relatively lower revenues, limited product lines and lack of management depth, and may have a smaller share of the market for their products or services, than larger-capitalization companies. The stocks of these companies also tend to have less trading volume than stocks of larger capitalization companies. Less trading volume may make it more difficult for us to sell securities of such companies at quoted market prices. Finally, there are periods when investing in smaller-capitalization and medium-capitalization stocks falls out of favor with investors and the stocks of such companies underperform.

We believe as we invest in businesses that generate predictable cash flows that have low cyclicity and capital intensity that we stack the odds in our client’s favor in the long-run.

More information on our Option Enhancement strategy can be found on our website by visiting:

http://www.yacktmancapitalgroup.com/option_enhancement

The securities we recommend and invest in on behalf of our clients include publicly traded equities, options, mutual funds, and exchange traded funds (ETFs).

Item 9 Disciplinary Information

We have had no disciplinary actions taken against us or any of our employees since the inception of our business which started on November by any domestic, foreign or military court; the SEC, or any other federal regulatory agency; any state regulatory agency or any foreign financial regulatory authority; or any self-regulatory organization (SRO).

Item 10 Other Financial Industry Activities and Affiliations

We are a registered investment adviser where our management personnel are compensated with the net income of the business. See Item 4 – “Advisory Business” to see the compensation breakdown of the firm’s principal ownership and see Item 5 – Fees and Compensation to understand how the firm’s revenues are calculated. No management personnel have any material conflict of interest with any related persons or clients. We are an

independent investment management firm and as such do not receive any compensation direct or indirect from any other financial advisers, investment management companies or publicly traded companies as a result of investing in any mutual fund, ETF or public equity on behalf of our clients or ourselves.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

We have adopted a Code of Ethics. “The Code” sets forth the Company’s policy that clients’ interests are always placed ahead of any personal interest. The Company’s policy requires buying and selling after or with transactions completed for clients and includes procedures requiring all employees of the firm to report their personal securities transactions to the CCO, William Kruger, on a periodic basis. The Code also forbids any member or employee of the firm from trading, either personally or on behalf of others on material non-public information or communicating material non-public information to others in violation of the law (i.e., insider trading). Clients and prospective clients may request a complete copy of our Code of Ethics by writing to our CCO at the address listed on the cover page of this brochure.

Item 12 Brokerage Practices

We only have one custodian or broker-dealer where we transact all client transactions. Currently, we use the services of Charles Schwab & Company. We do not receive any proprietary research or have any soft dollar benefits from Charles Schwab & Co. We or any related persons do not receive client referrals from Charles Schwab & Co. as a result of conducting all of our transactions at this particular broker-dealer. We do not permit our clients to direct brokerage, however, our CCO, William Kruger, conducts annual best execution analyses to compare brokerage costs of that of Charles Schwab & Co. and their peers or competitors. Charles Schwab may not have the cheapest trading commissions when it comes to online equity trades, but there are other non-economic factors that are taken into consideration and every effort is made on our client’s behalf to provide them with the best service possible as far as our selected broker-dealer and custodian is concerned.

Item 13 Review of Accounts

We generally review our client accounts at least on a weekly basis. The nature of these reviews entail an overall analysis of each accounts asset allocation or security positioning; the level of cash available to invest, in addition to an analysis where if all options (this only applies for Option Enhanced strategies) were assigned how much cash would be remaining once all positions were bought and/or sold as a result of all settled option trades; and a review is conducted to ensure each account is following the desired financial strategy discussed with the client and to ensure that the account is being invested in a manner that qualifies for a particular composite or strategy as discussed previously with the client. Our accounts are reviewed by Brian A. Yacktman, President & Chief Investment Officer, William D. Kruger, Chief Executive Officer and Chief Compliance Officer, and Michael A. Yacktman, Senior Financial Analyst.

All trades are submitted via a “block trade” therefore if an investment is made where all levels of concentration (See Item 4. B – “Advisory Business” for a description of our individual strategies and various levels of concentration) require the purchase or sale of a particular security, this will likely result in a review of all accounts. Clients receive monthly statements from Charles Schwab & Co. that shows the current allocation, transaction history for the month, including the cost of commissions charged by Charles Schwab, and when applicable will also show the amount of management fees deducted from a client’s account.

In addition to these monthly statements from Charles Schwab, YCG provides its’ clients quarterly statements that include a client investment letter and at the end of each year a summary of realized gains and losses and an income report that shows the total dividends and interest received. Each quarterly letter also includes a portfolio appraisal that includes an account summary showing the asset allocation, the weight of each security along with a description of the security, the quantity of shares, unit and total cost basis for each position, the current market price and value for each position, and the current yield.

Item 14 Client Referrals and Other Compensation

We do not compensate any person who is not one of our employees for client referrals. Nor does anyone who is not a client provide us with an economic benefit for providing investment advice or other advisory services to our clients.

Item 15 Custody

To the extent that we have, or may be deemed to have, custody of client funds or securities, all such funds or securities are maintained by a qualified custodian, namely Charles Schwab & Company. The aforementioned qualified custodian will provide our clients with account statements on a monthly basis. We will provide clients with an additional account statement on a quarterly basis. We urge our clients to carefully review and compare the account statements that they receive from the qualified custodian with those statements they receive from us.

Item 16 Investment Discretion

We generally have discretionary authority to manage securities accounts on behalf of our clients. See Item 4 – “Advisory Business” for information on the number of accounts that are discretionary accounts versus non-discretionary accounts, and information on limitations that clients may place on our investment authority. Our authority to exercise investment discretion is agreed upon in advance by the client through the terms of our investment advisory agreement with the client.

Item 17 Voting Client Securities

The Company will generally not vote proxies for its clients unless specifically agreed to at the request of the client. At YCG, the concept of owning common stock in a company gives the shareholder the privilege and right to vote as a part owner of the business. We encourage our clients to exercise this right and vote on matters that will help maintain shareholder influence on management and protect the potential value received by

shareholders. If the firm agrees to vote on behalf of the client as requested, YCG will adhere to the following policies and procedures.

We take our fiduciary responsibility seriously and as such, the firm monitors proxy proposals just as it monitors other corporate events affecting the businesses our clients are shareholders and part owners in. When YCG votes proxies it generally follows the so-called "Wall Street Rule" in the sense that we will typically vote as management recommends on most routine matters. As a fiduciary, the firm believes this method is consistent with the economic best interests of its clients. However, the firm will vote against any proposal that limits shareholder influence on management, or adversely affects the potential value received by shareholders. In the circumstance the firm would vote against management's recommendations, an explanation as to the reason for divergence with the such recommendation would be put into writing and maintained in each client file.

There may be instances where the interests of the firm may conflict or appear to conflict with the interests of its clients. For example, YCG may manage a pension plan of a company whose management is soliciting proxies and there may be a concern that the firm would vote in favor of management because of its relationship with the company. In such situations, YCG will, consistent with its duty of care and duty of loyalty, vote the securities in accordance with its pre-determined voting policy, the "Wall Street Rule," but only after disclosing the conflict to clients and affording the clients the opportunity to direct the firm in the voting of such securities.

YCG will maintain the following records with respect to proxy voting:

1. A copy of this proxy voting policy;
2. A copy of all proxy statements received (the firm may rely on the EDGAR system to satisfy this requirement);
3. A record of each vote cast on behalf of a client (the firm may rely on a third party to satisfy this requirement);
4. A copy of any document prepared by the firm that was material to making a voting decision or that memorializes the basis for that decision;
5. A copy of each written client request for information on how the firm voted proxies on the client's behalf, and a copy of any written response to any (written or oral) client request for information on how the firm voted proxies on behalf of the requesting client.

Our firm will disclose to clients how proxies were voted upon request.

Item 18 Financial Information

We are not required to provide financial information pursuant to this Item.

Item 19 Requirements for State Registered Advisers

Our principal executive officers and management personnel are:

Name: Brian A. Yacktman

Title: President and Chief Investment Officer

Formal Education and Business Background:

Brian Yacktman is Chief Investment Officer and a Principal of Yacktman Capital Group, LLC (YCG). He is the son of Don Yacktman, a former Morningstar Manager of the Year, and has been managing money for over a decade. Prior to YCG, Brian was an Associate at Yacktman Asset Management, the adviser to The Yacktman Funds. He joined them in June, 2004 from Brigham Young University where he graduated cum laude with a B.S. in economics and an M.B.A with an emphasis in finance.

Name: William D. Kruger

Title: CEO and Chief Compliance Officer

Formal Education and Business Background:

Will Kruger is Chief Executive Officer and a Principal of Yacktman Capital Group, LLC. He began his career as a financial analyst for one of the largest private banking teams in the country at the Private Banking & Investment Group at Merrill Lynch, Pierce, Fenner & Smith (now owned by Bank of America). He was promoted to be a Senior Financial Analyst and Associate in 2004. Will joined Merrill Lynch, Pierce, Fenner & Smith from Brigham Young University where he graduated with a B.S. in accounting.

Part 2B of Form ADV: Brochure Supplement

Brochure Supplement – Brian A. Yacktman

Item 1. Cover Page

Brian A. Yacktman
Yacktman Capital Group, LLC
2303 Ranch Road 620 South, Suite 135-174
Austin, Texas 78734

March 31, 2011

This Brochure Supplement provides information about Brian Yacktman that supplements the Yacktman Capital Group, LLC firm brochure. You should have received a copy of that brochure. Please contact Will Kruger, our Chief Compliance Officer, if you did not receive our brochure or if you have any questions about the contents of this supplement.

Item 2. Educational Background and Business Experience

Name: Brian Yacktman
Year of Birth: 1979

Brian Yacktman is Chief Investment Officer and a Principal of Yacktman Capital Group, LLC (YCG). He is the son of Don Yacktman, a former Morningstar Manager of the Year, and has been managing money for over a decade. Prior to YCG, Brian was an Associate at Yacktman Asset Management, the adviser to The Yacktman Funds. He joined them in June, 2004 from Brigham Young University where he graduated cum laude with a B.S. in economics and an M.B.A with an emphasis in finance.

Item 3. Disciplinary Information

Not Applicable.

Item 4. Other Business Activities

Not Applicable.

Item 5. Additional Compensation

Not Applicable.

Item 6. Supervision

Mr. William Kruger reviews all portfolio positions each quarter for clients and all supervised persons and employees, including Mr. Brian Yacktman's personal and family accounts. The CCO's telephone number is 512-653-2095.

Item 7. Requirements for State-Registered Advisers

Not Applicable.

Brochure Supplement – William D. Kruger

Item 1. Cover Page

William D. Kruger
Yacktman Capital Group, LLC
2303 Ranch Road 620 South, Suite 135-174
Austin, Texas 78734

March 31, 2011

This Brochure Supplement provides information about Will Kruger that supplements the Yacktman Capital Group, LLC firm brochure. You should have received a copy of that brochure. Please contact Will Kruger, our Chief Compliance Officer, if you did not receive our brochure or if you have any questions about the contents of this supplement.

Item 2. Educational Background and Business Experience

Name: William Kruger
Year of Birth: 1979

Will Kruger is Chief Executive Officer and a Principal of Yacktman Capital Group, LLC. He began his career as a financial analyst for one of the largest private banking teams in the country at the Private Banking & Investment Group at Merrill Lynch, Pierce, Fenner & Smith (now owned by Bank of America). He was promoted to be a Senior Financial Analyst and Associate in 2004. Will joined Merrill Lynch, Pierce, Fenner & Smith from Brigham Young University where he graduated with a B.S. in accounting.

Item 3. Disciplinary Information

Not Applicable.

Item 4. Other Business Activities

Not Applicable.

Item 5. Additional Compensation

Not Applicable.

Item 6. Supervision

Mr. William Kruger seldom performs any trading activities. Trades made in Mr. Kruger's personal accounts are reviewed by Mr. Brian Yacktman on a quarterly basis. The CCO's telephone number is 512-653-2095.

Item 7. Requirements for State-Registered Advisers

Not Applicable.