



Innovative, Independent & UIT Focused

**NEW AMERICAN ECONOMY TRUST,  
SERIES 4**

**NEW YORK MUNICIPAL PORTFOLIO  
OF CLOSED-END FUNDS TRUST,  
SERIES 24**

**(SMARTTRUST 557)**

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**The Securities and Exchange Commission has not approved or disapproved  
these securities or passed upon the adequacy of this prospectus.  
Any representation to the contrary is a criminal offense.**

PROSPECTUS DATED: MARCH 11, 2022

HENNION & WALSH

## TABLE OF CONTENTS

|   | <u>Page</u> |
|---|-------------|
| PART A  |             |
| New American Economy Trust .....                              | A-3         |
| New York Municipal Portfolio of Closed-End Funds Trust .....  | A-10        |
| Statements of Financial Condition .....                       | A-16        |
| Report of Independent Registered Public Accounting Firm ..... | A-17        |
| PART B  |             |
| Your Trust .....  | B-1         |
| Risk Considerations .....                                     | B-1         |
| Public Offering .....   | B-9         |
| Redemption and Sale of Units .....                            | B-15        |
| Distributions .....   | B-16        |
| Trust Administration .....                                    | B-17        |
| Trust Expenses and Charges .....                              | B-20        |
| Taxes .....   | B-21        |
| Other Matters .....   | B-26        |

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No person is authorized to give any information or to make any representations with respect to your trust not contained in this prospectus. Your trust is registered as a unit investment trust under the Investment Company Act of 1940. Such registration does not imply that your trust or any of its units have been guaranteed, sponsored, recommended or approved by the United States or any state or any agency or officer thereof. This prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any state to any person to whom it is not lawful to make such offer in such state.

## NEW AMERICAN ECONOMY TRUST

**INVESTMENT OBJECTIVE.** The trust seeks total return potential through capital appreciation and dividend income. There is no guarantee that the investment objective of the trust will be achieved.

**PRINCIPAL INVESTMENT STRATEGY.** The trust seeks to achieve its objective by investing in a portfolio of equity securities of companies that the sponsor believes will be leaders of the “new American economy”. The way in which humans and businesses operate and interact continues to evolve, and that rate of change has never been quicker. This evolution has occurred in areas including technology, health care and commerce. Furthermore, the pandemic caused by the novel form of coronavirus disease first detected in 2019 (“COVID-19”) has triggered a societal and economic paradigm shift that may last for decades. The sponsor believes the already rapid evolution taking place, combined with the force of change brought on by the COVID-19 pandemic, will form the basis of the new American economy. The sponsor sought to identify innovative and quality U.S. companies with the potential to thrive in the new American economy. The sponsor selected securities from the thematic areas of health care, technology and E-Commerce in an effort to find quality U.S. companies that the sponsor believes to be proven innovators and will likely continue that trend in the new American economy.

The sponsor selected the trust’s portfolio from companies meeting the following criteria as of the time of selection:

- Had equity securities actively traded on a U.S. exchange;
- Were incorporated or domiciled in the U.S.;
- Had equity securities with an average daily trading volume of \$500,000 or greater; and
- Were within the thematic areas of health care, technology or E-Commerce.

Health care and technology companies are defined as those companies categorized under the health care and information technology Global Industry Classification Standard (GICS®) sectors, respectively. E-Commerce companies are defined as companies in the following GICS® Sub-Industries:

- Communication Services — Media & Entertainment — Interactive Media & Services — Interactive Media & Services;
- Consumer Discretionary — Retailing — Internet & Direct Marketing Retail — Internet & Direct Marketing Retail;
- Consumer Discretionary — Retailing — Multiline Retail — General Merchandise Stores GICS® Sub-Industry that the sponsor has determined are actively involved in the cycle of buying and selling goods and services electronically;
- Consumer Discretionary — Retailing — Specialty Retail — Home Improvement Retail GICS® Sub-Industry that the sponsor has determined are actively involved in the cycle of buying and selling goods and services electronically;

- Consumer Staples — Food & Staples Retailing — Food & Staples Retailing — Hypermarkets & Super Centers GICS® Sub-Industry that the sponsor has determined are actively involved in the cycle of buying and selling goods and services electronically;
- Industrials — Transportation — Air Freight & Logistics — Air Freight & Logistics;
- Information Technology — Software & Services — IT Services — Internet Services & Infrastructure;
- Information Technology — Software & Services — IT Services — Data Processing & Outsourced Services;
- Information Technology — Technology Hardware & Equipment — Technology Hardware, Storage & Peripherals — Technology Hardware, Storage & Peripherals; and
- Real Estate — Real Estate — Equity Real Estate Investment Trusts (REITs) — Industrial REITs.

From the securities meeting the above criteria, the sponsor selected the 30 securities that most closely meet the following criteria:

- Had analyst coverage, with more than one analyst providing coverage;
- Had a high analyst consensus rating that equates to a consensus “Buy” or better;
- Had a positive twelve-month price target gain percentage; and
- Had an Altman Z-Score of 3 or greater. Altman’s Z-Score is a formula published in 1968 by Edward I. Altman, who was, at the time, an Assistant Professor of Finance at New York University. The formula is designed to be used to predict the probability that a firm will go into bankruptcy within two years. The Altman Z-Score is a composite score based on five financial ratios that are found on a company’s annual 10-K report. These ratios are used to evaluate a company’s profitability, leverage, solvency and activity in an effort to predict whether a company has a high probability of being insolvent. The five ratios used are:
  - working capital/total assets;
  - retained earnings/total assets;
  - earnings before interest and taxes (“EBIT”)/total assets;
  - market value of equity/total liabilities; and
  - sales/total assets.

The higher the Z-Score, the lower the predicted probability of bankruptcy. A score below 1.8 indicates bankruptcy is predicted to be imminent. A score above 3 indicates bankruptcy is predicted to be unlikely.

In selecting the portfolio for the trust, the sponsor also considered the following factors, among others:

- Valuation;
- Financial Strength;
- Earnings;
- Profitability; and
- Dividends.

Under normal circumstances, at least 80% of the trust's net assets will be invested in securities of companies headquartered and/or incorporated in the U.S. that the sponsor believes will be leaders of the "new American economy". For this purpose, the sponsor defines the "new American economy" as the portion of the American economy that has evolved rapidly in recent years in connection with the changing ways in which humans and businesses operate and interact and which was further accelerated by the COVID-19 pandemic, particularly in the areas of technology, health care and E-commerce. The sponsor used no market capitalization policy in selecting the securities for the trust.

**PRINCIPAL RISK CONSIDERATIONS.** Unitholders can lose money by investing in this trust. An investment in units of the trust should be made with an understanding of the risks related to the trust, such as the following:

- ***Security prices will fluctuate.*** The value of your investment may fall over time. The complete economic impacts of COVID-19, which spread rapidly around the globe and led the World Health Organization to declare the COVID-19 outbreak a pandemic in March 2020, are not fully known. The COVID-19 pandemic, or any future public health crisis, is impossible to predict and could result in adverse market conditions which may negatively impact the performance of the securities in the portfolio and the trust.
- ***The financial condition of an issuer may worsen or its credit ratings may drop, resulting in a reduction in the value of your units.*** This may occur at any point in time, including during the initial offering period.
- ***An issuer may be unwilling or unable to declare dividends in the future or may reduce the level of dividends declared.*** This may reduce the level of income the trust receives which would reduce your income and cause the value of your units to fall. The COVID-19 pandemic may adversely impact a company's willingness or ability to pay dividends in the future or may reduce the level of dividends declared.
- ***The trust's strategy might not be successful in identifying stocks that will be leaders of the new American economy or that such stocks will appreciate in value or avoid future declines in value during the life of the trust.*** The duration, magnitude and impact of the COVID-19 pandemic is impossible to predict and could worsen over the life of the trust. Government restrictions could be increased or continued longer than expected and have material adverse impacts on the companies in the portfolio. There is no assurance that an economic or market recovery will occur during the term of the trust.

- ***The trust invests significantly in E-Commerce companies as defined above.*** E-Commerce companies are generally subject to the risks of rapidly changing technologies; short product life cycles; fierce competition; aggressive pricing; frequent introduction of new or enhanced products and services; the loss of patent, copyright and trademark protections; cyclical market patterns; evolving industry standards; decreased demand for new equipment; decreased demand for freight and logistics services; occupancy and rent levels of real estate; and frequent new product and service introductions. Negative developments in E-Commerce companies and related industries will affect the value of your investment more than would be the case in a more diversified investment.
- ***The trust is considered to be concentrated in securities issued by companies in the health care and information technology sectors.*** Negative developments in these sectors may affect the value of your investment more than would be the case in a more diversified investment.
  - General risks of companies in the health care sector include the impacts of existing and changing government regulations and spending, increasing competition from new products or services, loss of patent and other intellectual property protection and substantial research and development costs.
  - General risks of companies in the information technology sector include rapidly changing technologies, short product life cycles, frequent introduction of new or enhanced products, the impacts of existing and changing government regulations, and the loss of patent and other intellectual property protections.
- ***The trust may invest in stocks of small and mid-size companies.*** These stocks are often more volatile and have lower trading volumes than stocks of larger companies. Small and mid-size companies may have limited products or financial resources, management inexperience and less publicly available information.
- ***The trust is not actively managed.*** Except in limited circumstances, the trust will hold, and continue to buy, shares of the same securities even if their market value declines.

## ESSENTIAL INFORMATION

**Unit Price on Initial Date of Deposit:** \$10.00

**Initial Date of Deposit:** March 11, 2022

**Mandatory Termination Date:** March 8, 2024

**Record Dates:** 10th day of each month, commencing April 2022

**Distribution Dates:** 25th day of each month, commencing April 2022

**Standard CUSIP Numbers:** Cash: 83193K546

Reinvestment: 83193K553

**Fee Based CUSIP Numbers:** Cash: 83193K561

Reinvestment: 83193K579

**Ticker Symbol:** STNADX

**Minimum Investment:** \$1,000/100 units (may vary by selling firm)

**Tax Status:** Regulated Investment Company

## FEE TABLE

The amounts below are estimates of the direct and indirect expenses that you may incur based on a \$10 unit price. Actual expenses may vary.

| <b>Unitholder Transaction Expenses<br/>(fees paid directly from your investment)*</b>   | <b>As a % of<br/>Initial Unit Price</b>     | <b>Amounts per<br/>100 Units</b>   |
|---|---|------------------------------------|
| Initial Sales Charge .....  | 0.00%                                       | \$ 0.00                            |
| Deferred Sales Charge .....   | 2.25  | 22.50                              |
| Creation & Development Fee .....  | 0.50  | 5.00                               |
| Maximum Sales Charge .....  | 2.75%                                       | \$ 27.50                           |
| <b>Estimated Organization Costs .....</b>   | <b>0.538%</b>                               | <b>\$ 5.38</b>                     |
| <b>Estimated Annual Operating Expenses<br/>(expenses deducted from trust assets)</b>  | <b>As a % of<br/>Net Assets</b>             | <b>Amounts per<br/>100 Units</b>   |
| Trustee Fee .....   | 0.109%                                      | \$ 1.05                            |
| Supervisor Fee .....  | 0.036                                       | 0.35                               |
| Other Operating Expenses .....  | 0.098                                       | 0.95                               |
| Total .....   | 0.243%                                      | \$ 2.35                            |
| <b>Example</b>  | <b>Cumulative Expenses Paid for Period:</b> |                                    |
|   | <b>1 year</b>                               | <b>2 years<br/>(life of trust)</b> |
| This example helps you compare the cost of this trust with other unit investment trusts and mutual funds. The example assumes that the expenses do not change and that the trust's annual return is 5%. Your actual returns and expenses will vary. Based on these assumptions, you would pay these expenses for every \$10,000 you invest in the trust. .... | \$352                                       | \$376                              |

\* The sales charge has both an initial and a deferred component. The initial sales charge is paid at the time of purchase and is the difference between the total sales charge (maximum of 2.75% of the public offering price) and the sum of the remaining deferred sales charge and the total creation and development fee. The initial sales charge will be approximately 0% of the public offering price per unit depending on the public offering price per unit. The deferred sales charge is fixed at \$0.225 per unit and is paid in three monthly installments beginning on September 20, 2022. The creation and development fee is fixed at \$0.05 per unit and is paid at the end of the initial offering period. The creation and development fee is only assessed to units outstanding at the end of the initial offering period. When the public offering price per unit is less than or equal to \$10, you will not pay an initial sales charge. When the public offering price per unit is greater than \$10 per unit, you will pay an initial sales charge. If you redeem or sell your units prior to collection of the total deferred sales charge, you will pay any remaining deferred sales charge upon redemption or sale of your units. If you purchase units after the last deferred sales charge payment has been assessed, the secondary market sales charge is equal to 2.75% of the public offering price per unit and does not include deferred payments.

**NEW AMERICAN ECONOMY TRUST,  
SERIES 4  
(SMARTTRUST 557)**

**PORTFOLIO OF INVESTMENTS**

**AS OF MARCH 11, 2022**

| Number<br>of Shares                           | Name of Issuer (1)                     | Ticker<br>Symbol | Percentage<br>of the<br>Trust (2) | Market<br>Value per<br>Share (3) | Cost of<br>Securities<br>to the<br>Trust (3) |
|---|--|------------------|-----------------------------------|----------------------------------|--|
| <b>EQUITY SECURITIES — 100.00%</b>            |  |                  |                                   |                                  |  |
| <i><b>Communication Services — 5.91%</b></i>  |  |                  |                                   |                                  |  |
| 1   | Alphabet Inc. (4)                      | GOOGL            | 2.44%                             | \$2,648.59                       | \$ 2,649                                     |
| 90  | CarGurus, Inc. (4)                     | CARG             | 3.47                              | 41.87                            | 3,768  |
| <i><b>Consumer Discretionary — 19.65%</b></i> |  |                  |                                   |                                  |  |
| 262   | 1-800-FLOWERS.COM, Inc. (4)            | FLWS             | 3.43                              | 14.21                            | 3,723  |
| 1   | Amazon.com, Inc. (4)                   | AMZN             | 2.70                              | 2,936.35                         | 2,936  |
| 27  | Etsy, Inc. (4)                         | ETSY             | 3.40                              | 136.98                           | 3,699  |
| 16  | Lowe's Companies, Inc.                 | LOW              | 3.30                              | 224.17                           | 3,587  |
| 80  | Revolve Group, Inc. (4)                | RVLV             | 3.39                              | 46.03                            | 3,682  |
| 41  | Shutterstock, Inc.                     | SSTK             | 3.43                              | 90.84                            | 3,724  |
| <i><b>Consumer Staples — 3.41%</b></i>        |  |                  |                                   |                                  |  |
| 26  | Walmart Inc.                           | WMT              | 3.41                              | 142.63                           | 3,708  |
| <i><b>Health Care — 27.12%</b></i>            |  |                  |                                   |                                  |  |
| 25  | AbbVie Inc.                            | ABBV             | 3.43                              | 149.17                           | 3,729  |
| 122   | Amphastar Pharmaceuticals, Inc. (4)    | AMPH             | 3.42                              | 30.47                            | 3,717  |
| 88  | Boston Scientific Corporation (4)      | BSX              | 3.38                              | 41.74                            | 3,673  |
| 35  | CVS Health Corporation                 | CVS              | 3.35                              | 104.08                           | 3,643  |
| 56  | Enanta Pharmaceuticals, Inc. (4)       | ENTA             | 3.37                              | 65.48                            | 3,667  |
| 80  | Harmony Biosciences Holdings, Inc. (4) | HRMY             | 3.36                              | 45.65                            | 3,652  |
| 22  | Johnson & Johnson                      | JNJ              | 3.44                              | 169.66                           | 3,733  |
| 47  | Merck & Co., Inc.                      | MRK              | 3.37                              | 77.89                            | 3,661  |
| <i><b>Information Technology — 43.91%</b></i> |  |                  |                                   |                                  |  |
| 276   | A10 Networks, Inc.                     | ATEN             | 3.39                              | 13.36                            | 3,687  |
| 114   | ACI Worldwide Inc. (4)                 | ACIW             | 3.37                              | 32.14                            | 3,664  |
| 34  | Akamai Technologies, Inc. (4)          | AKAM             | 3.43                              | 109.53                           | 3,724  |
| 23  | Apple Inc.                             | AAPL             | 3.35                              | 158.52                           | 3,646  |
| 71  | Dell Technologies Inc. (4)             | DELL             | 3.39                              | 51.97                            | 3,690  |
| 58  | InterDigital, Inc.                     | IDCC             | 3.38                              | 63.31                            | 3,672  |
| 11  | Mastercard Incorporated                | MA               | 3.29                              | 324.59                           | 3,571  |
| 13  | Microsoft Corporation                  | MSFT             | 3.42                              | 285.59                           | 3,713  |
| 257   | Mitek Systems, Inc. (4)                | MITK             | 3.39                              | 14.35                            | 3,688  |
| 24  | QUALCOMM, Inc.                         | QCOM             | 3.42                              | 154.71                           | 3,713  |
| 7   | ServiceNow, Inc. (4)                   | NOW              | 3.44                              | 533.59                           | 3,735  |
| 18  | Visa Inc.                              | V                | 3.28                              | 197.97                           | 3,564  |
| 32  | VMware, Inc. (4)                       | VMW              | 3.36                              | 114.01                           | 3,648  |
|   |  |                  | <u>100.00%</u>                    |                                  | <u>\$108,666</u>                             |

See Notes to Portfolio of Investments.

## NOTES TO PORTFOLIO OF INVESTMENTS

- (1) All securities are represented by contracts to purchase such securities. Contracts to purchase the securities were entered into on March 10, 2022. All such contracts are expected to be settled on or about the first settlement date of the trust, which is expected to be March 15, 2022.
- (2) Based on the cost of the securities to the trust.
- (3) Accounting Standards Codification 820, “Fair Value Measurements” establishes a framework for measuring fair value and expands disclosure about fair value measurements in financial statements for the trust. The framework under the standard is comprised of a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the trust has the ability to access as of the measurement date.

Level 2: Significant observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the trust’s own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing those securities. Changes in valuation techniques may result in transfers in or out of an investment’s assigned level as described above.

The following table summarizes the trust’s investments as of the trust’s inception, based on inputs used to value them:

|                   | <u>Level 1</u>    | <u>Level 2</u> | <u>Level 3</u> |
|-------------------|-------------------|----------------|----------------|
| Equity Securities | \$ 108,666        | \$ —           | \$ —           |
| Total             | <u>\$ 108,666</u> | <u>\$ —</u>    | <u>\$ —</u>    |

The cost of the securities to the sponsor and the sponsor’s profit or (loss) (which is the difference between the cost of the securities to the sponsor and the cost of the securities to the trust) are \$108,666 and \$(0), respectively.

- (4) This is a non-income producing security.

## NEW YORK MUNICIPAL PORTFOLIO OF CLOSED-END FUNDS TRUST

**INVESTMENT OBJECTIVES.** The trust seeks to provide investors with income which is generally exempt from regular federal and New York income tax. The possibility of capital growth is a secondary objective. There is no guarantee that the investment objectives of the trust will be achieved.

**PRINCIPAL INVESTMENT STRATEGY.** The trust seeks to achieve its objectives by investing in a portfolio of the common stock of closed-end investment companies, known as “closed-end funds,” whose portfolios consist primarily of municipal bonds issued by New York issuers. Each of the closed-end funds in the trust’s portfolio was selected with consideration for its ability, in the view of the sponsor, to maintain consistent dividend distributions exempt from regular federal and New York income taxes. When selecting the closed-end funds for the trust, the following factors, among others, were considered by the sponsor: (i) the credit quality of the municipal bonds in the portfolios of the closed-end funds; and (ii) the yield and price of the shares of the closed-end funds and potential income to unitholders of the trust. The closed-end funds may have policies to invest in securities of varying maturity and/or credit quality. The sponsor used no maturity or credit quality policies in selecting the closed-end funds for the trust. It is a fundamental policy of the trust that, under normal circumstances, the trust will either (1) invest substantially all of its assets in closed-end funds having policies to invest, under normal circumstances, at least 80% of the value of their assets in investments the income from which is exempt from federal and New York income tax; or (2) invest its assets so that at least 80% of the income that it distributes will be exempt from federal and New York income tax. However, income distributed may be subject to the alternative minimum tax. Certain closed-end funds held by the trust may invest in high-yield debt obligations (“junk bonds”).

**PRINCIPAL RISK CONSIDERATIONS.** Unitholders can lose money by investing in this trust. An investment in units of the trust should be made with an understanding of the risks related to the trust, such as the following:

- ***Security prices will fluctuate.*** The value of your investment may fall over time. The complete economic impacts of the novel form of coronavirus disease first detected in 2019 (“COVID-19”), which spread rapidly around the globe and led the World Health Organization to declare the COVID-19 outbreak a pandemic in March 2020, are not fully known. The COVID-19 pandemic, or any future public health crisis, is impossible to predict and could result in adverse market conditions which may negatively impact the performance of the securities in the portfolio and the trust.
- ***The financial condition of an issuer may worsen or its credit ratings may drop, resulting in a reduction in the value of your units.*** This may occur at any point in time, including during the initial offering period.
- ***An issuer may be unable to make interest and/or principal payments in the future.*** This may reduce the level of income the trust receives which would reduce your income and cause the value of your units to fall. The COVID-19 pandemic may adversely impact the ability of borrowers to make principal or interest payments on securities, when due.

- ***The trust invests in shares of closed-end funds.*** Shares of closed-end funds tend to trade at a discount from their net asset value and are subject to risks related to factors such as the manager's ability to achieve a closed-end fund's objective and market conditions affecting a closed-end fund's investments. The trust and closed-end funds have management and operating expenses. You will bear not only your share of the trust's expenses, but also the expenses of the closed-end funds. By investing in other funds, the trust incurs greater expenses than you would incur if you invested directly in the underlying fund investments.
- ***The funds held by the trust invest in municipal bonds.*** Municipal bonds are debt obligations issued by state and local governments or by their political subdivisions or authorities. States, local governments and municipalities issue municipal bonds to raise money for various public purposes such as building public facilities, refinancing outstanding obligations and financing general operating expenses. These bonds include general obligation bonds, which are backed by the full faith and credit of the issuer and may be repaid from any revenue source, and revenue bonds, which may be repaid only from the revenue of a specific facility or source. The COVID-19 pandemic may adversely impact state and political subdivisions' ability to make payments on debt obligations when due and may negatively impact the value of bonds issued by such state and political subdivisions.
- ***The municipal bonds held by the funds held by the trust are fixed-rate obligations and will decline in value with increases in interest rates, an issuer's worsening financial condition or a drop in bond ratings.*** The longer the maturity of a security, the greater the risk of a decline in value with increases in interest rates. The effective maturity of longer term securities may be dramatically different than shorter term obligations. Investors may receive early returns of principal when securities are called or sold before they mature. Investors may not be able to reinvest the proceeds they receive at as high a yield. The default of an issuer in making its payment obligations could result in the loss of interest income and/or principal to investors.
- ***The funds held by the trust invest significantly in New York municipal bonds.*** Because the funds held by the trust are concentrated in bonds of issuers located in New York, there may be more risk than if the bonds were issued by issuers located in several states.
- ***The funds held by the trust may invest in securities rated below investment grade and considered to be "junk" securities.*** These securities are considered to be speculative and are subject to greater market and credit risks. Accordingly, the risk of default is higher than investment grade securities. In addition, these securities may be more sensitive to interest rate changes and may be more likely to make early returns of principal.
- ***If the trust fails to maintain its status as a "qualified fund of funds" by not having at least 50% of the value of its total assets represented by interests in funds treated as "regulated investment companies" for tax purposes, then the trust may be unable to report a portion of its dividends as exempt-interest dividends and they may be treated as ordinary income distributions.***

If this happens, the trust will be unable to achieve its objective. See “Risk Considerations—Tax Risk” and “Taxes” for more information about this risk and about the tax consequences of owning units of your trust.

- ***A portion of distributions from the trust may be subject to the alternative minimum tax.*** While certain distributions from the trust are generally exempt from federal and New York personal income taxes, a portion of such distributions may be taken into account in computing the alternative minimum tax.
- ***The trust is not actively managed.*** Except in limited circumstances, the trust will hold, and continue to buy, shares of the same securities even if their market value declines.

## ESSENTIAL INFORMATION

**Unit Price on Initial Date of Deposit:** \$10.00

**Initial Date of Deposit:** March 11, 2022

**Mandatory Termination Date:** March 8, 2024

**Record Dates:** 10th day of each month, commencing April 2022

**Distribution Dates:** 25th day of each month, commencing April 2022

**Standard CUSIP Numbers:** Cash: 83193K587

Reinvestment: 83193K595

**Fee Based CUSIP Numbers:** Cash: 83193K603

Reinvestment: 83193K611

**Ticker Symbol:** SMNYYX

**Minimum Investment:** \$1,000/100 units (may vary by selling firm)

**Tax Status:** Regulated Investment Company

## FEE TABLE

The amounts below are estimates of the direct and indirect expenses that you may incur based on a \$10 unit price. Actual expenses may vary.

| <b>Unitholder Transaction Expenses<br/>(fees paid directly from your investment)*</b> | <b>As a % of<br/>Initial Unit Price</b> | <b>Amounts per<br/>100 Units</b> |
|---|---|----------------------------------|
| Initial Sales Charge . . . . .  | 0.00%                                   | \$ 0.00                          |
| Deferred Sales Charge . . . . .   | 2.25                                    | 22.50                            |
| Creation & Development Fee . . . . .  | 0.50                                    | 5.00                             |
| Maximum Sales Charge . . . . .  | 2.75%                                   | \$ 27.50                         |
| <b>Estimated Organization Costs . . . . .</b>   | <b>0.257%</b>                           | <b>\$ 2.57</b>                   |
| <b>Estimated Annual Operating Expenses<br/>(expenses deducted from trust assets)</b>  | <b>As a % of<br/>Net Assets</b>         | <b>Amounts per<br/>100 Units</b> |
| Trustee Fee . . . . .   | 0.108%                                  | \$ 1.05                          |
| Supervisor Fee . . . . .  | 0.036                                   | 0.35                             |
| Other Operating Expenses . . . . .  | 0.096                                   | 0.93                             |
| Acquired Fund Fees and Expenses <sup>#</sup> . . . . .                                | 1.720                                   | 16.68                            |
| Total . . . . .   | 1.960%                                  | \$ 19.01                         |

### Example

### Cumulative Expenses Paid for Period:

#### 1 year

#### 2 years (life of trust)

This example helps you compare the cost of this trust with other unit investment trusts and mutual funds.

The example assumes that the expenses do not change and that the trust's annual return is 5%. Your actual returns and expenses will vary. Based on these assumptions, you would pay these expenses for every \$10,000 you invest in the trust . . . . .

\$491

\$681

\* The sales charge has both an initial and a deferred component. The initial sales charge is paid at the time of purchase and is the difference between the total sales charge (maximum of 2.75% of the public offering price) and the sum of the remaining deferred sales charge and the total creation and development fee. The initial sales charge will be approximately 0% of the public offering price per unit depending on the public offering price per unit. The deferred sales charge is fixed at \$0.225 per unit and is paid in three monthly installments beginning on September 20, 2022. The creation and development fee is fixed at \$0.05 per unit and is paid at the end of the initial offering period. The creation and development fee is only assessed to units outstanding at the end of the initial offering period. When the public offering price per unit is less than or equal to \$10, you will not pay an initial sales charge. When the public offering price per unit is greater than \$10 per unit, you will pay an initial sales charge. If you redeem or sell your units prior to collection of the total deferred sales charge, you will pay any remaining deferred sales charge upon redemption or sale of your units. If you purchase units after the last deferred sales charge payment has been assessed, the secondary market sales charge is equal to 2.75% of the public offering price per unit and does not include deferred payments.

<sup>#</sup> Although not an actual trust operating expense, the trust, and therefore the unitholders, will indirectly bear similar operating expenses of the funds in which the trust invests in the estimated amount set forth in the table. These expenses are based on the actual expenses charged in the funds most recent fiscal year but are subject to change in the future. An investor in the trust will therefore indirectly pay higher expenses than if the funds were held directly.

**NEW YORK MUNICIPAL PORTFOLIO OF CLOSED-END FUNDS TRUST,  
SERIES 24  
(SMARTTRUST 557)**

**PORTFOLIO OF INVESTMENTS**

**AS OF MARCH 11, 2022**

| <b>Number<br/>of Shares</b>           | <b>Name of Issuer (1)</b>                                 | <b>Ticker<br/>Symbol</b> | <b>Percentage<br/>of the<br/>Trust (2)</b> | <b>Market<br/>Value<br/>per<br/>Share (3)</b> | <b>Cost of<br/>Securities<br/>to the<br/>Trust (3)</b> |
|---------------------------------------|---|--------------------------|--|---|--|
| <b>INVESTMENT COMPANIES — 100.00%</b> |   |                          |  |   |  |
| <i>Closed-End Funds — 100.00%</i>     |   |                          |  |   |  |
| 1,280                                 | BlackRock MuniHoldings New York<br>Quality Fund, Inc.     | MHN                      | 14.98%                                     | \$ 12.91                                      | \$ 16,525  |
| 1,177                                 | BlackRock MuniYield New York<br>Quality Fund, Inc.        | MYN                      | 12.98                                      | 12.17   | 14,324   |
| 1,075                                 | BlackRock New York Municipal<br>Income Trust              | BNY                      | 12.00                                      | 12.31   | 13,233   |
| 728                                   | Invesco Trust for Investment Grade<br>New York Municipals | VTN                      | 8.07                                       | 12.23   | 8,904  |
| 383                                   | Neuberger Berman New York<br>Municipal Fund Inc.          | NBO                      | 4.00                                       | 11.52   | 4,412  |
| 1,337                                 | Nuveen New York AMT-Free Quality<br>Municipal Income Fund | NRK                      | 14.98                                      | 12.36   | 16,525   |
| 1,289                                 | Nuveen New York Quality Municipal<br>Income Fund          | NAN                      | 14.97                                      | 12.81   | 16,512   |
| 1,046                                 | PIMCO New York Municipal<br>Income Fund                   | PNF                      | 10.05                                      | 10.60   | 11,088   |
| 1,024                                 | PIMCO New York Municipal<br>Income Fund III               | PYN                      | 7.97                                       | 8.59  | 8,796  |
|                                       |   |                          | <u>100.00%</u>                             |   | <u>\$ 110,319</u>                                      |

See Notes to Portfolio of Investments.

## NOTES TO PORTFOLIO OF INVESTMENTS

- (1) All securities are represented by contracts to purchase such securities. Contracts to purchase the securities were entered into on March 10, 2022. All such contracts are expected to be settled on or about the first settlement date of the trust, which is expected to be March 15, 2022.
- (2) Based on the cost of the securities to the trust.
- (3) Accounting Standards Codification 820, “Fair Value Measurements” establishes a framework for measuring fair value and expands disclosure about fair value measurements in financial statements for the trust. The framework under the standard is comprised of a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the trust has the ability to access as of the measurement date.

Level 2: Significant observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the trust’s own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing those securities.

Changes in valuation techniques may result in transfers in or out of an investment’s assigned level as described above.

The following table summarizes the trust’s investments as of the trust’s inception, based on inputs used to value them:

|                      | <u>Level 1</u>           | <u>Level 2</u>     | <u>Level 3</u>     |
|----------------------|--------------------------|--------------------|--------------------|
| Investment Companies | <u>\$ 110,319</u>        | <u>\$ —</u>        | <u>\$ —</u>        |
| Total                | <u><u>\$ 110,319</u></u> | <u><u>\$ —</u></u> | <u><u>\$ —</u></u> |

The cost of the securities to the sponsor and the sponsor’s profit or (loss) (which is the difference between the cost of the securities to the sponsor and the cost of the securities to the trust) are \$110,319 and \$(0), respectively.

**SMARTTRUST 557**  
**STATEMENTS OF FINANCIAL CONDITION**  
**AS OF MARCH 11, 2022**

|  | New<br>American<br>Economy<br>Trust | New York<br>Municipal<br>Portfolio of<br>Closed-End<br>Funds Trust |
|--|-------------------------------------|--|
| <i><b>Investment in securities</b></i>                                     |                                     |  |
| Contracts to purchase securities (1)(2) .....                              | \$ 108,666                          | \$ 110,319   |
| Total .....  | <u>\$ 108,666</u>                   | <u>\$ 110,319</u>  |
| <i><b>Liabilities and interest of investors</b></i>                        |                                     |  |
| Liabilities:   |                                     |  |
| Organization costs (3) .....   | \$ 585                              | \$ 284   |
| Deferred sales charge (4)(5) .....   | 2,445                               | 2,482  |
| Creation & development fee (4)(5) .....                                    | 543                                 | 552  |
| Total liabilities .....  | <u>3,573</u>                        | <u>3,318</u>   |
| Interest of investors:   |                                     |  |
| Cost to investors (5) .....  | 108,666                             | 110,319  |
| Less: initial sales charge (4)(5) .....                                    | 0                                   | 0  |
| Less: deferred sales charge and creation & development<br>fee (4)(5) ..... | 2,988                               | 3,034  |
| Less: organization costs (3) .....   | 585                                 | 284  |
| Net interest of investors .....  | <u>105,093</u>                      | <u>107,001</u>   |
| Total .....  | <u>\$ 108,666</u>                   | <u>\$ 110,319</u>  |
| Number of units .....  | <u>10,867</u>                       | <u>11,032</u>  |
| Net asset value per unit .....   | <u>\$ 9.671</u>                     | <u>\$ 9.699</u>  |

- (1) Aggregate cost of the securities is based on the evaluations determined by the trustee at the evaluation time on the most recent business day prior to the initial date of deposit.
- (2) Cash or an irrevocable letter of credit has been deposited with the trustee covering the funds (aggregating \$400,000 with \$200,000 allocated to each trust) necessary for the purchase of securities in the trust represented by purchase contracts.
- (3) A portion of the public offering price represents an amount sufficient to pay for all or a portion of the costs incurred in establishing the trust. These costs have been estimated at \$0.054 per unit for the New American Economy Trust and \$0.026 per unit for the New York Municipal Portfolio of Closed-End Funds Trust. A distribution will be made as of the earlier of the close of the initial offering period or six months following the trust's inception date to an account maintained by the trustee from which this obligation of the investors will be satisfied. To the extent the actual organization costs are greater than the estimated amount, only the estimated organization costs added to the public offering price will be reimbursed to the sponsor and deducted from the assets of the trust.
- (4) The total sales charge consists of an initial sales charge, a deferred sales charge and a creation and development fee. The initial sales charge is equal to the difference between the maximum sales charge and the sum of the remaining deferred sales charge and the total creation and development fee. The maximum total sales charge is 2.75% of the public offering price per unit.
- (5) The aggregate cost to investors includes the applicable sales charge assuming no reduction of sales charges.

## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

SPONSOR AND UNITHOLDERS  
SMARTTRUST 557

### **Opinion on the financial statements**

We have audited the accompanying statements of financial condition, including the trust portfolio on pages A-8 through A-9 and A-14 through A-15 of SmartTrust 557 (the “Trust”) as of March 11, 2022, the initial date of deposit, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Trust as of March 11, 2022, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for opinion**

These financial statements are the responsibility of Hennion & Walsh, Inc., the Sponsor. Our responsibility is to express an opinion on the Trust’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Trust in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Trust is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Trust’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of cash or irrevocable letter of credit deposited for the purchase of securities as shown in the statements of financial condition as of March 11, 2022 by correspondence with The Bank of New York Mellon, Trustee. We believe that our audits provide a reasonable basis for our opinion.

/s/ GRANT THORNTON LLP

We have served as the auditor of one or more of the unit investment trusts, sponsored by Hennion & Walsh, Inc. since 2009.

Chicago, Illinois  
March 11, 2022



Innovative, Independent & UIT Focused

## **YOUR TRUST**

Your trust is a unit investment trust registered under the Investment Company Act of 1940. Your trust was created under the laws of the State of New York pursuant to a trust agreement among Hennion & Walsh, Inc., The Bank of New York Mellon and Hennion & Walsh Asset Management, Inc. Hennion & Walsh, Inc. is the sponsor and principal underwriter of your trust. The Bank of New York Mellon is the trustee of your trust. Hennion & Walsh Asset Management, Inc. is the portfolio supervisor of your trust. The sponsor created your trust on the initial date of deposit and your trust will terminate on the mandatory termination date unless terminated earlier as described in this prospectus. The initial date of deposit and mandatory termination date are set forth under “Essential Information” for your trust.

Your trust is a unit investment trust and is not an actively managed fund. Traditional methods of investment management for a managed fund often involve frequent changes in a portfolio of securities on the basis of economic, financial and market analysis. The portfolio of your trust, however, will not be actively managed and therefore the adverse financial condition of an issuer will not necessarily require the sale of its securities from the portfolio.

To create your trust, the sponsor deposited the initial portfolio securities (or contracts to purchase the securities along with an irrevocable letter of credit, cash or other consideration to pay for the securities) with the trustee on the initial date of deposit. In exchange for the deposited securities, the trustee registered the sponsor’s ownership of the initial units of your trust on the registration books of your trust. A unit represents an undivided fractional interest in your trust. As the sponsor sells units, the sponsor will create additional units of your trust by depositing additional portfolio securities (or contracts to purchase securities and/or cash or a letter of credit with instructions for your trust to purchase securities) with the trustee. Units will remain outstanding until redeemed or until your trust terminates. At the close of the New York Stock Exchange on the initial date of deposit (or on the first day units are sold to the public, if later) the number of units may be adjusted so that the public offering price per unit equals \$10. The number of units and fractional interest of each unit in your trust will increase or decrease to the extent of any adjustment.

## **RISK CONSIDERATIONS**

All investments involve risk. This section describes various risks that can impact the value of the securities in your trust. You should understand these risks before you invest. Refer to the “Principal Risk Considerations” in Part A for your trust in this prospectus for a list of the principal risk considerations related to an investment in your trust. If the value of the securities falls, the value of the units will also fall. No one can guarantee that your trust will achieve its objective or that your investment return will be positive over any period.

**MARKET RISK.** Market risk is the risk that the value of the securities in your trust will fluctuate. This could cause the value of your units to fall below your original purchase price. Market value fluctuates in response to various factors. These can include changes in interest rates, inflation, the financial condition of a security's issuer, perceptions of the issuer, or ratings on a security. Even though the portfolio is supervised, you should remember that the portfolio is not managed. Your trust will not sell a security solely because the market value falls as is possible in a managed fund. First detected in late 2019, COVID-19 spread rapidly around the globe which led the World Health Organization to declare the COVID-19 outbreak a pandemic in March 2020. The COVID-19 pandemic has adversely affected commercial activities, disrupted supply chains and greatly increased market volatility. Many countries reacted to the COVID-19 pandemic through prevention measures, such as quarantines, and government intervention, including placing restrictions on travel and business operations. These measures along with the general uncertainty caused from this pandemic, including emerging variants, has resulted in a decline in consumer demand across many industries and imposed significant costs on governmental and business entities. The potential economic impact of the COVID-19 pandemic, or any future public health crisis, is impossible to predict and could result in adverse market conditions which may negatively impact the performance of the securities in the portfolio and your trust.

**ADDITIONAL MARKET DISRUPTION RISK.** In February 2022, Russia commenced a military attack on Ukraine. In response, various countries, including the U.S., issued broad-ranging sanctions on Russia and certain Russian companies and individuals. The hostilities between the two countries may escalate and any existing or future sanctions could have a severe adverse effect on Russia's economy, currency, companies and region as well as negatively impact other regional and global economic markets of the world (including Europe and the United States), companies in such countries and various sectors, industries and markets for securities and commodities globally, such as oil and natural gas. Accordingly, the hostilities and sanctions may have a negative effect on the trust's investments and performance beyond any direct exposure to Russian companies or those of adjoining geographic regions. The sanctions and compliance with these sanctions may impair the ability of the trust to buy, sell, hold or deliver securities of Russian companies and/or other assets. Russia may also take retaliatory actions or countermeasures, such as cyberattacks and espionage, which may negatively impact the countries and companies in which the trust may invest. Accordingly, there may be a heightened risk of cyberattacks by Russia in response to the sanctions. The extent and duration of the military action or future escalation of such hostilities; the extent and impact of existing and any future sanctions, market disruptions and volatility; and the result of any diplomatic negotiations cannot be predicted. These and any related events could have a significant negative impact on certain trust's investments as well as the trust's performance, and the value or liquidity of certain securities held by the trust may decline significantly.

**CLOSED-END FUNDS.** Your trust may invest in shares of closed-end funds. Closed-end funds are a type of investment company that holds an actively managed portfolio of securities. Closed-end funds issue shares in "closed-end" offerings which generally trade on a stock exchange (although some closed-end fund shares are not listed on a securities exchange). Since closed-end funds maintain a relatively fixed pool of investment capital, portfolio managers may be better able to adhere to their investment philosophies through greater flexibility and control. In addition, closed-end

funds don't have to manage fund liquidity to meet potentially large redemptions. Closed-end funds are subject to various risks, including management's ability to meet the closed-end fund's investment objective, and to manage the closed-end fund portfolio when the underlying securities are redeemed or sold, during periods of market turmoil and as investors' perceptions regarding closed-end funds or their underlying investments change.

Shares of closed-end funds frequently trade at a discount from their net asset value in the secondary market. This risk is separate and distinct from the risk that the net asset value of closed-end fund shares may decrease. The amount of such discount from net asset value is subject to change from time to time in response to various factors.

Certain of the closed-end funds included in your trust may employ the use of leverage in their portfolios through the issuance of preferred stock. While leverage often serves to increase the yield of a closed-end fund, this leverage also subjects the closed-end fund to increased risks. These risks may include the likelihood of increased volatility and the possibility that the closed-end fund's common share income will fall if the dividend rate on the preferred shares or the interest rate on any borrowings rises. The use of leverage may cause a closed-end fund to liquidate portfolio positions when it may not be advantageous to do so to satisfy its obligations or to meet any required asset segregation requirements.

Certain closed-end funds held by your trust may engage in borrowing. Borrowing may exaggerate changes in the net asset value of a closed-end fund's shares and in the return on a closed-end fund's portfolio. Borrowing will cost a closed-end fund interest expense and other fees. The costs of borrowing may reduce a closed-end fund's return. Borrowing may cause a closed-end fund to liquidate positions when it may not be advantageous to do so to satisfy its obligations.

Certain closed-end funds held by your trust may engage in securities lending. Securities lending involves the risk that the borrower may fail to return the securities in a timely manner or at all. As a result, a closed-end fund could lose money and there may be a delay in recovering the loaned securities. A closed-end fund could also lose money if it does not recover the securities and/or the value of the collateral falls, including the value of investments made with cash collateral. These events could trigger adverse tax consequences for a closed-end fund.

Only the trustee may vote the shares of the closed-end funds held in your trust. The trustee will vote the shares in the same general proportion as shares held by other shareholders of each closed-end fund. Your trust may be required, however, to reject any offer for securities or other property in exchange for portfolio securities as described under "Trust Administration—Portfolio Administration".

**MUNICIPAL BONDS.** Certain of the funds held by your trust may invest in tax-exempt municipal bonds. Municipal bonds are debt obligations issued by states or by political subdivisions or authorities of states. Municipal bonds are typically designated as general obligation bonds, which are general obligations of a governmental entity that are backed by the taxing power of such entity, or revenue bonds, which are payable from the income of a specific project or authority and are not supported by the issuer's power to levy taxes. Municipal bonds are long-term fixed rate debt obligations that generally decline in value with increases in interest rates, when an issuer's financial condition worsens or when the rating on a bond is decreased. Many municipal bonds may be called or redeemed prior to their stated

maturity, an event which is more likely to occur when interest rates fall. In such an occurrence, a fund may not be able to reinvest the money it receives in other bonds that have as high a yield or as long a maturity.

Many municipal bonds are subject to continuing requirements as to the actual use of the bond proceeds or manner of operation of the project financed from bond proceeds that may affect the exemption of interest on such bonds from federal income taxation. The market for municipal bonds is generally less liquid than for other securities and therefore the price of municipal bonds may be more volatile and subject to greater price fluctuations than securities with greater liquidity.

In addition, an issuer's ability to make income distributions generally depends on several factors including the financial condition of the issuer and general economic conditions. Any of these factors may negatively impact the price of municipal bonds held by a fund and would therefore impact the price of both the fund shares and your trust units. The funds invest primarily in municipal bonds that pay interest that is exempt from regular federal income tax. Income from these bonds may be subject to the federal alternative minimum tax, and may have other tax consequences (e.g., it may affect the amount of your social security benefits that are taxed). The COVID-19 pandemic may adversely impact state and political subdivisions' ability to make payments on debt obligations when due and may negatively impact the value of bonds issued by such state and political subdivisions.

**EQUITY SECURITIES.** Your trust and certain funds held by your trust may invest in securities representing equity ownership of a company. Investments in such securities are exposed to risks associated with the companies issuing the securities, the sectors and geographic locations they are involved in and the markets that such securities are traded on, among other risks as described in greater detail below.

**NEW YORK RISK.** Because the New York Municipal Portfolio of Closed-End Funds Trust invests in funds that invest primarily in New York municipal securities, the trust is more susceptible to political, economic, regulatory or other factors affecting New York municipal entities than an investment which does not limit its investments to such issuers. The financial condition of the State of New York is affected by various national, economic, social and environmental policies and conditions. Additionally, constitutional and statutory limitations imposed on the State and its local governments concerning taxes, bond indebtedness and other matters may constrain the revenue-generating capacity of the State and its local governments and, therefore, the ability of the issuers of the bonds to satisfy their obligations.

The economy of the State continues to be influenced by the financial health of New York City and the surrounding area. The State is party to numerous lawsuits in which an adverse final decision could materially affect the state's governmental operations and consequently its ability to pay debt service on its obligations.

All outstanding general obligation bonds of the State are rated "AA+" by Standard and Poor's and "Aa2" by Moody's as of the date of this prospectus. Further information concerning New York risk factors may be obtained upon request to the sponsor as described in "Other Matters—Additional Information."

**FIXED INCOME SECURITIES.** Certain funds held by your trust may invest in fixed income securities and similar securities. Fixed income securities involve certain unique risks such as credit risk and interest rate risk, among other things as described in greater detail below.

**DIVIDEND PAYMENT RISK.** Dividend payment risk is the risk that an issuer of a security is unwilling or unable to pay income on a security. Stocks represent ownership interests in the issuers and are not obligations of the issuers. Common stockholders have a right to receive dividends only after the company has provided for payment of its creditors, bondholders and preferred stockholders. Common stocks do not assure dividend payments. Dividends are paid only when declared by an issuer's board of directors and the amount of any dividend may vary over time. The COVID-19 pandemic may adversely impact a company's willingness or ability to pay dividends in the future or may reduce the level of dividends declared.

**STRATEGY RISK.** There is no assurance the New American Economy Trust's strategy will be successful in identifying stocks that will be leaders in the new American economy or that such stocks will appreciate in value or avoid future declines in value during the life of the trust. The duration, magnitude and impact of the COVID-19 pandemic is impossible to predict and could worsen over the life of the trust. Government restrictions could be increased or continued longer than expected and have material adverse impacts on the companies in the portfolio. There is no assurance that current or future government aid programs will have the desired effects or provide sufficient support to companies in the portfolio. Current government aid programs include requirements, restrictions and conditions that could limit a company's ability to take certain actions in response to economic or market conditions while also receiving government aid or taking full advantage of such aid. Future aid programs could impose further requirements, restrictions and conditions. There is no assurance that any company will be eligible for current or future government aid or will benefit from such aid.

**CREDIT RISK.** Credit risk is the risk that a borrower is unable to meet its obligation to pay principal or interest on a security. This could cause the value of your units to fall and may reduce the level of dividends a fund pays which would reduce your income. The COVID-19 pandemic may adversely impact the ability of borrowers to make principal or interest payments on securities, when due.

**INTEREST RATE RISK.** Interest rate risk is the risk that the value of fixed income securities and similar securities will fall if interest rates increase. Bonds and other fixed income securities typically fall in value when interest rates rise and rise in value when interest rates fall. Securities with longer periods before maturity are often more sensitive to interest rate changes. The securities held by the funds may be subject to a greater risk of rising interest rates than would normally be the case due to the current period of relatively low rates.

**BOND QUALITY RISK.** Bond quality risk is the risk that a bond will fall in value if a rating agency decreases or withdraws the bond's rating.

**CALL/PREPAYMENT RISK.** Certain funds held by your trust may invest in securities that include call provisions which expose your trust or funds to call risk. Call risk is the risk that the issuer prepays or "calls" a security before its stated maturity. An issuer might call a security if interest rates, in general fall and the security pays a higher interest rate or if it no longer needs the money for the original purpose. If an issuer calls a security, the investor holding such security will receive principal but future interest distributions will fall. Investors might not be able to reinvest this principal at as high a yield. A security's call price could be less than the price paid for the security and could be below the security's par value. Certain securities may also be subject to extraordinary optional or mandatory redemptions if

certain events occur, such as certain changes in tax laws, the substantial damage or destruction by fire or other casualty of the project for which the proceeds of the securities were used, and various other events.

**EXTENSION RISK.** When interest rates rise, among other factors, issuers of a security may pay off obligations more slowly than expected causing the value of such obligations to fall.

**MARKET DISCOUNT.** Certain funds held by your trust may invest in bonds whose current market values were below the principal value on the purchase date. A primary reason for the market value of such bonds being less than the principal value is that the interest rate of such bonds is at a lower rate than the current market interest rates for comparable bonds. Bonds selling at market discounts tend to increase in market value as they approach maturity.

**PREMIUM BONDS.** Certain funds held by your trust may invest in bonds whose current market values were above the principal value on the purchase date. A primary reason for the market value of such bonds being higher than the principal value is that the interest rate of such bonds is at a higher rate than the current market interest rates for comparable bonds. The current returns of bonds trading at a market premium are initially higher than the current returns of comparable bonds issued at currently prevailing interest rates because premium bonds tend to decrease in market value as they approach maturity when the principal value becomes payable. Because part of the purchase price is effectively returned not at maturity but through current income payments, early redemption of a premium bond at par or any other amount below the purchase price will result in a reduction in yield. Redemption pursuant to call provisions generally will, and redemption pursuant to sinking fund provisions may occur at times when the bonds have a market value that represents a premium over par or, for original issue discount securities, a premium over the accreted value.

**TAX RISK.** Because the investment objective of the New York Municipal Portfolio of Closed-End Funds Trust is to provide income which is generally exempt from regular federal and New York income tax, the attractiveness of investing in funds investing in municipal securities in relation to other investment alternatives may be affected by changes in federal and New York income tax laws and regulations. The provisions of the Internal Revenue Code may be changed at any time. Any proposed or actual changes in the exempt status of municipal securities, therefore, can significantly affect the demand for and supply, liquidity and marketability of municipal securities and the funds' investments in municipal securities. This could in turn affect the value of units of the trust. There can be no assurance as to the portion of the trust's distributions that will be tax-exempt. Tax-exempt income may in any case be subject to state or local income taxes and/or the alternative minimum tax, and may have other tax consequences (e.g., it may affect the amount of your social security benefits that are taxed).

A trust that is treated as a regulated investment company for tax purposes may report any portion of a dividend (other than a capital gain dividend) as an "exempt-interest dividend", if at least half of the trust's assets consist of tax exempt state and local bonds. In the case of a "qualified fund of funds", the regulated investment company may pay exempt-interest dividends without regard to the requirement that at least 50% of the value of its total assets consist of tax-exempt state and local bonds. For this purpose, a qualified fund of funds means a regulated investment company where at least 50% of the value of the total assets (at the close of each quarter of the

taxable year) is represented by interests in funds treated as “regulated investment companies” for tax purposes. Unitholders treat an exempt-interest dividend as an item of tax-exempt interest. The trust intends to qualify as a qualified fund of funds, as described above. If the trust is a qualified fund of funds, some or all of a dividend paid by the trust may be treated as an exempt-interest dividend. If the trust fails to maintain its status as a qualified fund of funds by not having at least 50% of the value of its total assets represented by interests in other regulated investment companies as of a quarter end, then the trust will be unable to report a portion of dividends as an exempt-interest dividend and the trust will be unable to achieve its objective.

**ALTERNATIVE MINIMUM TAX RISK.** While certain distributions from the New York Municipal Portfolio of Closed-End Funds Trust are generally exempt from federal and New York personal income taxes, a portion of such distributions may be taken into account in computing the alternative minimum tax.

**HIGH YIELD OR “JUNK” SECURITIES.** Certain funds held by your trust may invest in high yield securities or unrated securities. High yield, high risk securities are subject to greater market fluctuations and risk of loss than securities with higher investment ratings. The value of these securities will decline significantly with increases in interest rates, not only because increases in rates generally decrease values, but also because increased rates may indicate an economic slowdown. An economic slowdown, or a reduction in an issuer’s creditworthiness, may result in the issuer being unable to maintain earnings at a level sufficient to maintain interest and principal payments. High yield or “junk” securities, the generic names for securities rated below “BBB” by Standard & Poor’s or “Baa” by Moody’s, are frequently issued by corporations in the growth stage of their development or by established companies who are highly leveraged or whose operations or industries are depressed. Securities rated below BBB or Baa are considered speculative as these ratings indicate a quality of less than investment grade. Because high yield securities are generally subordinated obligations and are perceived by investors to be riskier than higher rated securities, their prices tend to fluctuate more than higher rated securities and are affected by short-term credit developments to a greater degree. The market for high yield securities is smaller and less liquid than that for investment grade securities. High yield securities are generally not listed on a national securities exchange but trade in the over-the-counter markets. Due to the smaller, less liquid market for high yield securities, the bid-offer spread on such securities is generally greater than it is for investment grade securities and the purchase or sale of such securities may take longer to complete.

**SMALL AND MID-SIZE COMPANIES.** Your trust and/or certain funds held by your trust may invest in securities issued by small and mid-size companies. The share prices of these companies are often more volatile than those of larger companies as a result of several factors common to many such issuers, including limited trading volumes, products or financial resources, management inexperience and less publicly available information.

**CONCENTRATION RISK.** Concentration risk is the risk that the value of your trust is more susceptible to fluctuations based on factors that impact a particular sector because the portfolio concentrates in securities issued by companies within that sector. A portfolio “concentrates” in a sector when securities in a particular sector make up 25% or more of the portfolio. Refer to the “Principal Risk Considerations” in Part A for your trust in this prospectus for sector concentrations.

***Health Care Sector.*** Your trust may invest significantly in securities of health care companies. Health care companies involved in advanced medical devices and instruments, drugs and biotech, managed care, hospital management/health services and medical supplies have potential risks unique to their sector of the healthcare field. These companies are subject to governmental regulation of their products and services, a factor which could have a significant and possibly unfavorable effect on the price and availability of such products or services. Furthermore, such companies face the risk of increasing competition from new products or services, generic drug sales, termination of patent protection for drug or medical supply products and the risk that technological advances will render their products obsolete. The research and development costs of bringing a drug to market are substantial and include lengthy governmental review processes with no guarantee that the product will ever come to market. Many of these companies may have losses and not offer certain products for several years. Such companies may also have persistent losses during a new product's transition from development to production, and revenue patterns may be erratic. In addition, healthcare facility operators may be affected by events and conditions including, among other things, demand for services, the ability of the facility to provide the services required, physicians' confidence in the facility, management capabilities, competition with other hospitals, efforts by insurers and governmental agencies to limit rates, legislation establishing state rate-setting agencies, expenses, government regulation, the cost and possible unavailability of malpractice insurance and the termination or restriction of governmental financial assistance, including that associated with Medicare, Medicaid and other similar third-party payor programs.

***Information Technology Sector.*** Your trust may invest significantly in securities of information technology companies. Information technology companies are generally subject to the risks of rapidly changing technologies; short product life cycles; fierce competition; aggressive pricing; frequent introduction of new or enhanced products; the loss of patent, copyright and trademark protections; cyclical market patterns; evolving industry standards; and frequent new product introductions. Technology companies may be smaller and less experienced companies, with limited product lines, markets or financial resources. Technology company stocks may experience extreme price and volume fluctuations that are often unrelated to their operating performance, and may experience significant market declines in their share values.

**E-COMMERCE COMPANIES.** The New American Economy Trust invests significantly in securities of E-Commerce companies as defined above. These companies are generally subject to the risks of rapidly changing technologies, short product life cycles, fierce competition, aggressive pricing, frequent introduction of new or enhanced products and services, cyclical market patterns, evolving industry standards, decreased demand and the loss of patent, copyright and trademark protections. Air freight and logistics companies may also be affected by decreased demand for freight and logistics services. Industrial real estate investment trusts ("REITs") may be subject to fluctuating occupancy and rent levels of real estate and changes in interest rates and tax rates.

**LIQUIDITY RISK.** Liquidity risk is the risk that the value of a security will fall if trading in the security is limited or absent. No one can guarantee that a liquid trading market will exist for any security.

**LEGISLATION/LITIGATION.** From time to time, various legislative initiatives are proposed in the United States and abroad which may have a negative impact on certain of the securities held by your trust or the underlying funds held by your trust. In

addition, litigation regarding any of the issuers of the securities or of the industries represented by these issuers may negatively impact the share prices of these securities. No one can predict what impact any pending or threatened litigation will have on the share prices of the securities.

**SELECTION RISK.** Selection risk is the risk that the securities selected for inclusion in your trust or by a fund's management will underperform the markets, relevant indices or the securities selected by other funds with similar investment objectives and investment strategies. This means you may lose money or earn less than other comparable investments.

**UNMANAGED PORTFOLIO.** Your trust is a unit investment trust and is not an actively managed fund. Unlike a managed investment company in which there may be frequent changes in the portfolio of securities based upon economic, financial and market analyses, your trust's portfolio will remain relatively fixed and is not subject to such frequent changes based upon continuous analysis. Your trust will generally sell securities: to pay expenses, in limited circumstances to protect your trust, to take actions in response to corporation actions and other events impacting the portfolio securities, to make required distributions or avoid imposition of taxes on your trust or as permitted by the trust agreement. Since your trust will not sell securities in response to ordinary market fluctuations, the amount realized upon the sale of portfolio securities may not be the highest price attained by an individual security during the life of your trust.

**NO FDIC GUARANTEE.** An investment in your trust is not a deposit of any bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

## **PUBLIC OFFERING**

**OFFERING PRICE.** Units of your trust are offered at the public offering price. The public offering price per unit is equal to the net asset value per unit plus organization costs plus the applicable sales charge described in this prospectus. The "net asset value per unit" is the value of the securities, cash and other assets in your trust reduced by the liabilities of your trust divided by the total units outstanding. The public offering price of units is sometimes referred to as the "offer price" or "purchase price." Unit prices are available at [www.smartrustuit.com](http://www.smartrustuit.com) or through your financial professional.

The offer price will be effective for all orders received prior to the close of regular trading on the New York Stock Exchange (normally 4:00 p.m. Eastern time), provided that on the first day units are sold the unit price will be computed as of the time the registration statement filed with the Securities and Exchange Commission becomes effective, if later. If the sponsor receives your order prior to the close of regular trading on the New York Stock Exchange, or authorized financial professionals receive your order prior to that time, then in most instances you will receive the price computed on the date of receipt. If the sponsor receives your order after the close of regular trading on the New York Stock Exchange, or if authorized financial professionals receive your order after that time, then in most instances you will receive the price computed on the date of the next determined offer price provided that your order is received in a timely manner on that date. It is the responsibility of the authorized financial professional to transmit the orders that they receive to the sponsor in a timely manner. Certain broker-dealers may charge a transaction or other fee for processing unit purchase orders.

The minimum purchase is generally 100 units for individual purchasers and for purchases by certain custodial accounts or Individual Retirement Accounts, self-employed retirement plans, pension funds and other tax-deferred retirement plans. The minimum purchase requirements are subject to waiver and may vary by selling firm.

**VALUE OF SECURITIES.** The trustee determines the value of the securities as of the close of regular trading on the New York Stock Exchange on each day that exchange is open. The trustee generally determines the value of securities using the closing sale price for securities traded on a national or foreign securities exchange. In some cases the trustee will price a security based on the last asked or bid price in the over-the-counter market or by using other recognized pricing methods. The trustee will only do this if a security is not principally traded on a national or foreign securities exchange or if current market quotes are unavailable or inappropriate.

The trustee determined the initial prices of the securities shown under “Portfolio of Investments” for your trust as described above at the close of regular trading on the New York Stock Exchange on the business day before the date of this prospectus. On the first day units are sold, the trustee will value the securities as of the close of regular trading on the New York Stock Exchange or the time the registration statement filed with the Securities and Exchange Commission becomes effective, if later.

**ORGANIZATION COSTS.** During the initial offering period, part of the value of the securities represents an amount that will pay the costs of creating your trust. These costs include the costs of preparing the registration statement and legal documents, federal and state registration fees, the portfolio consultant’s security selection fee (if applicable), any one-time license fee (if applicable), the initial fees and expenses of the trustee and the initial audit. Your trust will sell securities to reimburse the sponsor for these costs at the end of the initial offering period or after six months, if earlier. The value of the units will decline when your trust pays these costs.

**SALES CHARGE.** You pay a fee in connection with purchasing units. This is referred to as the “transactional sales charge.” The transactional sales charge has both an initial and a deferred component and equals 2.25% of the public offering price per unit based on a \$10 public offering price per unit. This percentage amount of the transactional sales charge is based on the unit price on the initial date of deposit. The transactional sales charge equals the difference between the total sales charge and the creation and development fee. As a result, the percentage and dollar amount of the transactional sales charge will vary as the public offering price per unit varies. The transactional sales charge does not include the creation and development fee which is described in more detail under “Trust Expenses and Charges” for your trust.

The maximum total sales charge equals 2.75% of the public offering price per unit at the time of purchase. You pay the initial sales charge, if any, at the time you buy units. The initial sales charge is the difference between the total sales charge percentage (maximum of 2.75% of the public offering price per unit) and the sum of the remaining fixed dollar deferred sales charge and the total fixed dollar creation and development fee. The initial sales charge will be approximately 0.00% of the public offering price per unit on a \$10 public offering price per unit. If the public offering price per unit exceeds \$10, you will be charged an initial sales charge equal to the difference between the maximum sales charge percentage (maximum of 2.75% of the public offering price per unit) and the sum of the remaining fixed dollar deferred sales charge and total fixed dollar creation and development fee. The deferred sales charge is

fixed at \$0.225 per unit. Your trust pays the deferred sales charge in equal monthly installments as described in the “Fee Table” for your trust. If you redeem or sell units prior to collection of the total deferred sales charge, you will pay any remaining deferred sales charge upon redemption or sale of units. The creation and development fee is fixed at \$0.05 per unit and is paid at the end of the initial offering period. If you redeem or sell units prior to the end of the initial offering period, you will not pay the remaining creation and development fee. Because the deferred sales charge and creation and development fee are fixed dollar amounts per unit, the actual charges will exceed the percentages shown in the “Fee Table” for your trust if the public offering price per unit falls below \$10 and will be less than the percentages shown in the “Fee Table” for your trust if the public offering price per unit exceeds \$10. In no event will the total sales charge exceed 2.75% of the public offering price per unit.

Since the deferred sales charge and creation and development fee are fixed dollar amounts per unit, your trust must charge these amounts per unit regardless of any decrease in net asset value. However, if the public offering price per unit falls to the extent that the maximum sales charge percentage results in a dollar amount that is less than the combined fixed dollar amounts of the deferred sales charge and creation and development fee, your initial sales charge will be a credit equal to the amount by which these fixed dollar charges exceed the sales charge at the time you buy units. In such a situation, the value of securities per unit would exceed the public offering price per unit by the amount of the initial sales charge credit and the value of those securities will fluctuate, which could result in a benefit or detriment to unitholders that purchase units at that price. The initial sales charge credit is paid by the sponsor and is not paid by your trust. The “Fee Table” for your trust shows the sales charge calculation at a \$10 public offering price per unit and the following examples illustrate the sales charge at prices below and above \$10. If the public offering price per unit fell to \$9, the maximum sales charge would be \$0.2475 (2.75% of the public offering price per unit), which consists of an initial sales charge of -\$0.0275, a deferred sales charge of \$0.225 and a creation and development fee of \$0.05. If the public offering price per unit rose to \$11, the maximum sales charge would be \$0.3025 (2.75% of the public offering price per unit), consisting of an initial sales charge of \$0.0275, a deferred sales charge of \$0.225 and a creation and development fee of \$0.05. The actual sales charge that may be paid by an investor may differ slightly from the sales charges shown herein due to rounding that occurs in the calculation of the public offering price and in the number of units purchased.

If you purchase units after the last deferred sales charge payment has been assessed, the secondary market sales charge is equal to 2.75% of the public offering price and does not include deferred payments.

**DISCOUNTS.** There are a variety of ways for you to reduce the sales charge you pay. It is your financial professional’s responsibility to alert the sponsor of any sales charge discount when you order units. Except as expressly provided herein, you may not combine discounts. Since the deferred sales charge and the creation and development fee are fixed dollar amounts per unit, your trust must charge these fees per unit regardless of any discounts. However, if you are eligible to receive a discount such that your total sales charge is less than the fixed dollar amounts of the deferred sales charge and the creation and development fee, the sponsor will credit you the difference between your total sales charge and these fixed dollar fees at the time you buy units.

**Employee Discount.** A portion of the sales charge is waived for purchases by officers, directors and employees (and immediate family members) of the sponsor and its affiliates and dealers and their affiliates, other than Morgan Stanley, whose discounts are described below. Immediate family members include spouses, children or step-children under 21 living in the same household, parents or step-parents, and trustees, custodians or fiduciaries for the benefit of such persons. These purchases may be made at the public offering price per unit less the applicable dealer concession. These discounts apply during the initial offering period and in the secondary market. All employee discounts are subject to the policies of the related selling firm. Only officers, directors and employees of companies that allow their employees to participate in this employee discount program are eligible for the discounts.

A portion of the sales charge is also waived for purchases by employees (including employee-related accounts according to Morgan Stanley's account linking rules) of Morgan Stanley and its affiliates who purchase units through a Morgan Stanley Wealth Management brokerage account. These purchases may be made at the public offering price per unit less the applicable dealer concession. These discounts apply during the initial offering period and in the secondary market. This employee discount is subject to the policies of Morgan Stanley.

**Fee Accounts.** Investors may purchase units through registered investment advisers, certified financial planners or registered broker-dealers who in each case either charge investor accounts ("Fee Accounts") periodic fees for brokerage services, financial planning, investment advisory or asset management services, or provide such services in connection with an investment account for which a comprehensive "wrap fee" charge ("Wrap Fee") is imposed. You should consult your financial advisor to determine whether you can benefit from these accounts. To purchase units in these Fee Accounts, your financial advisor must purchase units designated with one of the Fee Based CUSIP Numbers set forth under "Essential Information" for your trust, if available. Please contact your financial advisor for more information. If units of your trust are purchased for a Fee Account and the units are subject to a Wrap Fee in such Fee Account (i.e., your trust is "Wrap Fee Eligible") then investors may be eligible to purchase units of your trust in these Fee Accounts that are not subject to the transactional sales charge but will be subject to the creation and development fee that is retained by the sponsor. For example, this table illustrates the sales charge you will pay as a percentage of the initial \$10 public offering price per unit (the percentage will vary with the unit price).

|  |                     |
|--|---------------------|
| Initial sales charge . . . . .         | 0.00%               |
| Deferred sales charge . . . . .        | <u>0.00%</u>        |
| Transactional sales charge . . . . .   | <u>0.00%</u>        |
| Creation and development fee . . . . . | <u>0.50%</u>        |
| Total sales charge . . . . .           | <u><u>0.50%</u></u> |

This discount applies only during the initial offering period. Certain Fee Account investors may be assessed transaction or other fees on the purchase and/or redemption of units by their broker-dealer or other processing organizations for providing certain transaction or account activities. The sponsor reserves the right to limit or deny purchases of units in Fee Accounts by investors or selling firms whose frequent trading activity is determined to be detrimental to your trust.

**DISTRIBUTION OF UNITS.** Units will be distributed to the public at the public offering price by the sponsor and through broker-dealers and other selling firms. The sponsor generally qualifies units for sale in various states in the United States. The sponsor does not register units for sale in any foreign country. This prospectus does not constitute an offer of units in any state or country where units cannot be offered or sold lawfully. The sponsor may reject any order for units in whole or in part.

The sponsor compensates broker-dealers and other selling firms when they sell units. This compensation includes the broker-dealer concessions or agency commissions described in the table below and other compensation described in this section. Any sales charge discount is borne by the broker-dealer or selling firm out of the dealer concession unless provided otherwise below. The broker-dealer concession or agency commission for initial offering period transactions is 2.00% of the public offering price per unit.

No dealer concession is paid to broker-dealers or other selling firms in connection with unit sales in Fee Accounts subject to a Wrap Fee that are eligible to receive the “Fee Account” sales charge discount described in this prospectus. The broker-dealer concession or agency commission for secondary market sales is 2.00% of the public offering price per unit, provided however that any sales charge discount is borne by the broker-dealer or selling firm out of the dealer concession for transactions in the secondary market. The sponsor reserves the right to change the amount of concessions or agency commissions from time to time.

In addition to the concessions set forth above, broker-dealers and other selling firms will be eligible to receive additional compensation for volume sales of eligible units of certain Hennion & Walsh-sponsored unit investment trusts.

The additional concession in a calendar month is based on total initial offering period sales of eligible trusts during the 12-month period through the end of the preceding calendar month as set forth in the following table:

| <b>Initial Offering Period Sales In Preceding 12 Months</b> | <b>Volume Concession</b> |
|---|--------------------------|
| \$25,000,000 but less than \$100,000,000 .....              | 0.035%                   |
| \$100,000,000 but less than \$150,000,000 .....             | 0.050                    |
| \$150,000,000 but less than \$250,000,000 .....             | 0.075                    |
| \$250,000,000 but less than \$1,000,000,000 .....           | 0.100                    |
| \$1,000,000,000 but less than \$5,000,000,000 .....         | 0.125                    |
| \$5,000,000,000 but less than \$7,500,000,000 .....         | 0.150                    |
| \$7,500,000,000 or greater .....                            | 0.175                    |

This volume concession will be paid on units of eligible Hennion & Walsh-sponsored trusts sold in the initial offering period. For a trust to be eligible for this additional volume concession, your trust’s prospectus must include disclosure related to this additional concession; a trust is not eligible for this additional volume concession if the prospectus for such trust does not include disclosure related to this additional volume concession. There will be no additional volume concessions on the sale of units which are not subject to a transactional sales charge. However, such sales will be included in determining whether a firm has met the sales level breakpoints for volume concessions, subject to the policies and instructions of the related selling firm. Eligible broker dealers and other selling firms include clearing firms that place orders with the sponsor and provide the sponsor with information with respect to the representatives who

initiated such transactions. Eligible broker-dealers and other selling firms will not include firms that solely provide clearing services to other broker-dealer firms or firms who place orders through clearing firms that are eligible dealers. Redemptions of units during the initial offering period will reduce the amount of units used to calculate the additional volume concessions. Secondary market sales of all units are excluded for purposes of these additional volume concessions. The sponsor will pay these amounts out of its own assets within a reasonable time following each calendar quarter.

Some broker-dealers and other selling firms may limit the compensation they or their representatives receive in connection with unit sales. As a result, certain broker-dealers and other selling firms may waive or refuse payment of all or a portion of the regular concession or agency commission and/or volume concession described above and instruct the sponsor to retain such amounts rather than pay or allow the amounts to such firm.

The sponsor may provide, at its own expense and out of its own profits, additional compensation and benefits to broker-dealers and selling firms that sell units of your trust and the sponsor's other products. This compensation is intended to result in additional sales of the sponsor's products and/or compensate broker-dealers, selling firms and financial advisors for past sales. A number of factors are considered in determining whether to pay these additional amounts. Such factors may include, but are not limited to, the level or type of services provided by the intermediary, the level or expected level of sales of our products by the intermediary or its agents, the placing of the sponsor's products on a preferred or recommended product list and access to an intermediary's personnel. The sponsor may make these payments for marketing, promotional or related expenses, including, but not limited to, expenses of entertaining retail customers and financial advisors, advertising, sponsorship of events or seminars, obtaining information about the breakdown of unit sales among an intermediary's representatives or offices, obtaining shelf space in intermediary firms and similar activities designed to promote the sale of the sponsor's products. The sponsor may make such payments to a substantial majority of intermediaries that sell its products. The sponsor may also make certain payments to, or on behalf of, intermediaries to defray a portion of their costs incurred for the purpose of facilitating unit sales, such as the costs of developing or purchasing trading systems to process unit trades. Payments of such additional compensation described in this paragraph and the volume concessions described above, some of which may be characterized as "revenue sharing," may create an incentive for financial intermediaries and their agents to sell or recommend the sponsor's products, including your trust, over other products. These arrangements will not change the price you pay for your units.

The sponsor may gain or lose money when it holds units in the primary or secondary market due to fluctuations in unit prices. The gain or loss is equal to the difference between the price the sponsor pays for units and the price at which it sells or redeems them. The sponsor may also gain or lose money when it deposits securities to create units. The amount of the sponsor's profit or loss on the initial deposit of securities into your trust is shown in the "Notes to Portfolio of Investments" for your trust. The trustee may utilize the services of the sponsor for the purchase or sale of all or a portion of the portfolio securities in your trust and the sponsor may receive brokerage commissions from your trust in connection with these transaction in accordance with applicable law.

## REDEMPTION AND SALE OF UNITS

You may sell or redeem units on any business day the New York Stock Exchange is open through your financial professional or the trustee. The sale and redemption price of units is equal to the net asset value per unit, provided that you will not pay any remaining creation and fee and organization costs if you sell or redeem units during the initial offering period. The sale and redemption price is sometimes referred to as the “liquidation price.” You may pay any remaining deferred sales charge when you sell or redeem units. Certain broker-dealers may charge a transaction or other fee for processing unit redemptions.

**SALES OF UNITS.** The sponsor intends to repurchase units from unitholders throughout the life of your trust at the current net asset value of the units, provided that you will not pay any remaining creation and fee and organization costs if you sell units during the initial offering period. The sponsor may resell repurchased units to other investors at the public offering price or redeem them for the redemption price. The sponsor’s secondary market repurchase price is the same as the redemption price. Certain broker-dealers might also maintain a secondary market in units. You should contact your financial professional for current repurchase prices to determine the best price available. The sponsor is not obligated to maintain a market and may stop doing so without prior notice for any reason. If a market is not maintained, you will be able to redeem units with the trustee at the same price as the sponsor’s repurchase price. If you sell units prior to the collection of the entire deferred sales charge, you will be assessed the amount of the remaining deferred sales charge at the time of sale.

**REDEMPTION OF UNITS.** You may also redeem units directly with the trustee on any day the New York Stock Exchange is open. The redemption price that you will receive for units is equal to the net asset value per unit, provided that you will not pay any remaining creation and development fee or organization costs if you redeem units during the initial offering period. You will pay any remaining deferred sales charge at the time you redeem units. You will receive the net asset value for a particular day if the trustee receives your completed redemption request prior to the close of regular trading on the New York Stock Exchange. Redemption requests received by authorized financial professionals prior to the close of regular trading on the New York Stock Exchange are priced based on the date of receipt in most instances. Redemption requests received by the trustee after the close of regular trading on the New York Stock Exchange, or redemption requests received by authorized financial professionals after that time, are priced based on the date of the next determined redemption price provided they are received in a timely manner by the trustee on such date. It is the responsibility of authorized financial professionals to transmit redemption requests received by them to the trustee so they will be received in a timely manner. If your request is not received in a timely manner or is incomplete in any way, you will receive the next net asset value computed after the trustee receives your completed request.

If you redeem units, the trustee will generally send you a payment for units no later than seven days after it receives all necessary documentation (this will usually only take two business days). The only time the trustee can delay your payment is if the New York Stock Exchange is closed (other than weekends or holidays), the Securities and Exchange Commission determines that trading on that exchange is restricted or an emergency exists making sale or evaluation of the securities not reasonably practicable, and for any other period that the Securities and Exchange Commission permits.

You can request an in-kind distribution of the securities underlying units if you tender at least 2,500 units for redemption (or such other amount as required by your financial professional's firm). This option is generally available only for securities traded and held in the United States. The trustee will make any in-kind distribution of securities by distributing applicable securities in book entry form to the account of your financial professional at The Depository Trust Company. You will receive whole shares of the applicable securities and cash equal to any fractional shares or securities not distributed in-kind. You may not request this option in the last 30 days of your trust's life. This option may be discontinued upon 60 days notice.

## **DISTRIBUTIONS**

Your trust generally pays distributions of its net investment income along with any excess capital on each distribution date to unitholders of record as of the preceding record date. If your trust is a "grantor trust" for federal tax purposes, your trust will generally only make a distribution if the total cash held for distribution equals at least 0.1% of your trust's net asset value as determined under the trust agreement. The record and distribution dates and tax status are shown in the "Essential Information" for your trust. An investor becomes a unitholder of record on the settlement date of the unit purchase (generally two business days following the purchase date). You may elect to either reinvest your distribution proceeds in additional units of your trust (as described below) or receive distributions in cash. In some cases, your trust might pay a special distribution if it holds an excessive amount of cash pending distribution. For example, this could happen as a result of a merger or similar transaction involving a company whose stock is in your trust portfolio. In addition, if your trust is structured as a "regulated investment company" for federal tax purposes, it will generally make required distributions or distributions to avoid the imposition of tax at the end of each year.

The issuers in your trust's portfolio make dividend payments at various times during the year. When your trust receives dividends from issuers, the trustee credits the dividends to your trust's accounts. Because your trust does not necessarily receive dividends or income payments from the issuers at a constant rate throughout the year, your trust's income distributions to unitholders will fluctuate. The amount of your distributions will also vary from time to time as companies change their dividends, securities are liquidated from the portfolio or trust expenses change.

Distributions may be reinvested into additional units of your trust by participating in your trust's reinvestment option. In order to participate in the reinvestment option, investors should purchase units with a "Reinvestment" CUSIP number set forth in the "Essential Information" for your trust. You may also make or change your reinvestment election by contacting your financial professional or the trustee at least 10 days before the next applicable record date. This reinvestment option may be subject to availability or limitation by the broker-dealer or selling firm. In certain circumstances, broker-dealers may suspend or terminate the offering of a reinvestment option at any time. Once you have elected to participate in the reinvestment option, each distribution of income or principal on the participant's units will be automatically applied by the trustee to purchase additional units of your trust. The sponsor reserves the right to modify or terminate the reinvestment plan at any time without prior notice. Distributions on units may be reinvested by participating in your trust's reinvestment plan. Units acquired by reinvestment are not subject to a sales charge as described in "Public Offering."

## TRUST ADMINISTRATION

**PORTFOLIO ADMINISTRATION.** Your trust is a unit investment trust and is not an actively managed fund. Unlike a managed fund, your trust's portfolio will remain relatively fixed. Your trust will generally sell securities: to pay expenses, to issue additional units or redeem units, in limited circumstances to protect your trust, to take actions in response to corporation actions and other events impacting the portfolio securities, to make required distributions or avoid imposition of taxes on your trust or as permitted by the trust agreement.

When your trust sells securities, the composition and diversification of the securities in the portfolio may be altered. If a public tender offer has been made for a security or a merger, acquisition or similar transaction has been announced affecting a security, the sponsor may direct the trustee to sell the security or accept a tender offer if the supervisor determines that the action is in the best interest of unitholders. The trustee will distribute any cash proceeds to unitholders unless it is used to pay expenses or unit redemptions. If an offer by the issuer of any of the portfolio securities or any other party is made to issue new securities, or to exchange securities, for trust portfolio securities, the trustee will reject the offer unless your trust is a "regulated investment company" for tax purposes (see "Essential Information — Tax Structure" for your trust in this prospectus). If your trust is a "regulated investment company" for tax purposes and an offer by the issuer of any portfolio securities or any other party is made to issue new securities, or to exchange securities, for trust portfolio securities, the trustee may either vote for or against, or accept or reject, any offer for new or exchanged securities or property in exchange for a trust portfolio security at the direction of the sponsor. If any such issuance, exchange or substitution occurs (regardless of any action or rejection by your trust), any securities and/or property received will be deposited into your trust and will be promptly sold by the trustee pursuant to the sponsor's direction, unless the sponsor advises the trustee to keep such securities or property. In determining whether to dispose of or hold portfolio securities, new securities or property, the sponsor may be advised by your trust's portfolio supervisor. If any contract for the purchase of securities fails, the sponsor will refund the cash and sales charge attributable to the failed contract to unitholders on or before the next distribution date unless substantially all of the moneys held to cover the purchase are reinvested in substitute securities in accordance with your trust agreement. If your trust is a "regulated investment company" for tax purposes, the sponsor may direct the reinvestment of security sale proceeds if the sale is the direct result of serious adverse credit factors which, in the opinion of the sponsor, would make retention of the securities detrimental to such trusts. In such a case, the sponsor may, but is not obligated to, direct the reinvestment of sale proceeds in any other securities that meet the criteria for inclusion in your trust on the initial date of deposit. The sponsor may also instruct the trustee to take action necessary to ensure that the portfolio continues to satisfy the qualifications of a "regulated investment company" for tax purposes.

The size of your trust will increase as units are sold and your trust will acquire additional portfolio securities. When additional units are created, the existing portfolio will be replicated to the extent practicable. When your trust buys securities, it may pay brokerage or other acquisition fees. You could experience a dilution of your investment because of these fees and fluctuations in security prices between the time units are created and the time your trust buys the securities. When your trust buys or sells securities, it may place orders with and pay brokerage commissions to certain directed brokers that sell units or are affiliated with your trust or the trustee.

**REPORTS.** The trustee or your financial professional will make available to you a statement showing income and other receipts of the trust for each distribution. Each year the trustee will also provide an annual report on the trust's activity and certain tax information accessible through the sponsor's website at <https://www.smarttrust.com> and retrievable by CUSIP. You may also request a copy of the annual report to be sent to you by calling the sponsor at (800)-428-8890. You can request copies of security evaluations to enable you to complete your tax forms and audited financial statements for the trust, if available.

**AMENDING THE TRUST AGREEMENT.** The sponsor and the trustee can change the trust agreement without your consent to correct any provision that may be defective or to make other provisions that will not materially adversely affect your interest (as determined by the sponsor and the trustee). The sponsor and trustee cannot change the trust agreement to reduce your interest in your trust without your consent. Investors owning two-thirds of the units in your trust may vote to change the trust agreement.

**TRUST TERMINATION.** Your trust will terminate on the mandatory termination date set forth under "Essential Information" for your trust. The trustee may terminate your trust early if the value of your trust is less than 40% of the original value of the securities in your trust at the time of deposit. At this size, the expenses of your trust may create an undue burden on your investment. Investors owning 100% of the units in your trust may also vote to terminate your trust early. The trustee will liquidate your trust in the event that a sufficient number of units not yet sold to the public are tendered for redemption so that the net worth of your trust would be reduced to less than 40% of the value of the securities at the time they were deposited in your trust. If this happens, the sponsor and your financial professional will refund any sales charge that you paid.

The trustee will notify you of any termination and sell any remaining securities. The trustee will send your final distribution to you within a reasonable time following liquidation of all the securities after deducting final expenses. Your termination distribution may be less than the price you originally paid for your units. When your trust terminates, you may be able to roll your investment into a subsequent series of your trust as described under "Rollover" below.

**ROLLOVER.** The sponsor may offer a subsequent series of your trust when your trust offered in this prospectus terminates. In this case, when your trust terminates you will have the option to (1) participate in a rollover and have your units reinvested into a subsequent trust series through a rollover as described in this section, if available, or (2) receive a cash distribution as described above under "Trust Termination."

If you elect to participate in a rollover, your units will be redeemed on your trust's termination date. As the redemption proceeds become available, the proceeds (including dividends) will be invested in a new trust series, if available, at the applicable public offering price for the new trust. The trustee will attempt to sell securities to satisfy the redemption as quickly as practicable on the termination date. The sponsor does not anticipate that the sale period will be longer than one day, however, certain factors could affect the ability to sell the securities and could impact the length of the sale period. The liquidity of any security depends on the daily trading volume of the security and the amount available for redemption and reinvestment on any day.

The sponsor intends to make subsequent trust series available for sale at various times during the year. Of course, the sponsor cannot guarantee that a subsequent trust or sufficient units will be available or that any subsequent trusts will offer the same investment strategies or objectives as your current trust. The sponsor cannot guarantee that a rollover will avoid any negative market price consequences resulting from trading large volumes of securities. Market price trends may make it advantageous to sell or buy securities more quickly or more slowly than permitted by your trust's procedures. The sponsor may, in its sole discretion, modify a rollover or stop creating units of a trust at any time regardless of whether all proceeds of unitholders have been reinvested in a rollover. The sponsor may decide not to offer the rollover option upon 60 days notice. Cash which has not been reinvested in a rollover will be distributed to unitholders shortly after the termination date. Rollover participants may receive taxable dividends or realize taxable capital gains which are reinvested in connection with a rollover but may not be entitled to a deduction for capital losses due to the "wash sale" tax rules. Due to the reinvestment in a subsequent trust, no cash will be distributed to pay any taxes. See "Taxes."

**THE SPONSOR.** The sponsor is Hennion & Walsh, Inc., a New Jersey corporation. The sponsor is a full service broker-dealer, registered under the Securities Exchange Act of 1934. The sponsor was established in 1989 and is a member of the Financial Industry Regulatory Authority, Inc. and the Securities Investor Protection Corporation. The sponsor maintains its principal business office in Parsippany, New Jersey. If the sponsor fails to or cannot perform its duties as sponsor or becomes bankrupt, the trustee may replace the sponsor, continue to operate your trust without a sponsor or terminate your trust. The sponsor may also resign by notifying the trustee.

The sponsor and your trust have adopted a code of ethics requiring the sponsor's employees who have access to information on trust transactions to report personal securities transactions. The purpose of the code is to avoid potential conflicts of interest and to prevent fraud, deception or misconduct with respect to your trust.

The sponsor or an affiliate may use the list of securities in your trust in its independent capacity (which may include acting as an investment adviser or broker-dealer) and distribute this information to various individuals and entities. The sponsor or an affiliate may recommend or effect transactions in the securities. This may also have an impact on the price your trust pays for the securities and the price received upon unit redemption or trust termination. For example, some or all of the securities in your trust may also be owned by other clients of the sponsor and its affiliates. However, because your trust is not a managed fund or because these clients have differing investment objectives, the sponsor or its affiliates may sell or recommend the sale of certain securities from those accounts in instances where a sale by your trust would not occur or would be impermissible, such as to maximize return by taking advantage of market fluctuations. The sponsor may act as agent or principal in connection with the purchase and sale of securities, including those held by your trust, and may act as a specialist market maker in the securities. The sponsor may also issue reports and make recommendations on the securities in your trust. The sponsor or an affiliate may have participated in a public offering of one or more of the securities in your trust. The sponsor, an affiliate or their employees may have a long or short position in these securities or related securities. An officer, director or employee of the sponsor or an affiliate may be an officer or director for the issuers of the securities.

**THE SUPERVISOR.** The supervisor is Hennion & Walsh Asset Management, Inc., a New Jersey corporation. The supervisor is an affiliate of the sponsor and is an investment adviser registered with the Securities and Exchange Commission. The sponsor may remove and replace the supervisor in some cases without your consent. The supervisor may also resign by notifying the sponsor and trustee.

**THE TRUSTEE.** The Bank of New York Mellon is the trustee of your trust with its principal unit investment trust division offices located at 240 Greenwich Street, 22W Floor, New York, NY 10286. You can contact the trustee by calling the telephone number on the back cover of this prospectus or by writing to its unit investment trust office. The sponsor may remove and replace the trustee in some cases without your consent. The trustee may also resign by notifying the sponsor.

## **TRUST EXPENSES AND CHARGES**

Your trust will pay various fees and expenses to conduct its operations. The “Fee Table” for each trust in this prospectus shows the estimated amount of these fees and expenses.

The sponsor will receive a fee from your trust for creating and developing your trust, including determining your trust’s objectives, policies, composition and size, selecting service providers and information services and for providing other similar administrative and ministerial functions. This “creation and development fee” is a charge of \$0.05 per unit outstanding at the end of the initial offering period. The trustee will deduct this amount from your trust’s assets as of the close of the initial offering period. The sponsor does not use this fee to pay distribution expenses or as compensation for sales efforts. This fee will not be deducted from proceeds received upon a repurchase, redemption or exchange of units before the close of the initial public offering period.

Your trust will pay a fee to the trustee for its services. The trustee also benefits when it holds cash for your trust in non-interest bearing accounts.

The supervisor will be compensated for providing portfolio supervisory services as well as bookkeeping and other administrative services to your trust. This fee may exceed the actual cost of providing portfolio supervisory, bookkeeping and administrative services for your trust, but at no time will the total amount received for such services rendered to all series of the SmartTrusts in any calendar year exceed the aggregate cost to the portfolio supervisor of supplying such services in such year.

The sponsor may receive brokerage fees when your trust uses it as agent in buying or selling securities. As authorized by the trust indenture, the trustee may employ a subsidiary or affiliate of the trustee to act as broker to execute certain transactions for a trust. Your trust will pay for such services at standard commission rates.

The portfolio supervisor fee for bookkeeping and other administrative services and the trustee’s fee are based on the largest aggregate number of units of your trust outstanding at any time during the period for which the compensation is paid. These fees may be adjusted for inflation without unitholders’ approval, but in no case will the annual fee paid to the sponsor or its affiliates for providing services to all unit investment trusts be more than the actual cost of providing such services in such year.

Your trust will also pay general operating expenses, such as trustee expenses (including legal and auditing expenses), various governmental charges, fees for extraordinary trustee services, costs of taking action to protect your trust, costs of indemnifying the trustee and the sponsor, legal fees and expenses, expenses incurred in contacting you and any applicable license fee for the use of certain service marks, trademarks and/or trade names. Your trust may pay the costs of updating its registration statement each year. The trustee will generally pay trust expenses from distributions received on the securities but in some cases may sell securities to pay trust expenses.

Your trust will also indirectly bear the expenses of any funds in your trust portfolio. While your trust will not pay these expenses directly out of its assets, these expenses are shown in your trust's annual operating expenses in the "Fee Table" for your trust in this prospectus to illustrate the impact of these expenses.

## TAXES

**REGULATED INVESTMENT COMPANIES.** This section summarizes some of the main U.S. federal income tax consequences of owning units of your trust if your trust qualifies as a "regulated investment company" under federal tax laws. The tax structure of your trust is set forth under "Essential Information — Tax Structure" for your trust in this prospectus.

This section is current as of the date of this prospectus. Tax laws and interpretations change frequently, and these summaries do not describe all of the tax consequences to all taxpayers. For example, these summaries generally do not describe your situation if you are a corporation, a non-U.S. person, a broker/dealer, or other investor with special circumstances. In addition, this section does not describe your state, local or non-U.S. tax consequences.

This federal income tax summary is based in part on the advice of counsel to the sponsor. The Internal Revenue Service could disagree with any conclusions set forth in this section. In addition, our counsel was not asked to review, and has not reached a conclusion with respect to the federal income tax treatment of the assets to be deposited in your trust. This may not be sufficient for you to use for the purpose of avoiding penalties under federal tax law.

As with any investment, you should seek advice based on your individual circumstances from your own tax advisor.

**Trust Status.** Your trust intends to qualify as a "regulated investment company" under the federal tax laws. If your trust qualifies as a regulated investment company and distributes its income as required by the tax law, your trust generally will not pay federal income taxes. If your trust invests in a partnership, an adverse federal income tax audit of that partnership could result in the trust being required to pay federal income tax or pay a deficiency dividend (without having received additional cash).

**Distributions.** After the end of each year, you will receive a tax statement that separates your trust's distributions into four categories: ordinary income distributions, capital gain dividends, exempt-interest dividends and return of capital. Ordinary income distributions are generally taxed at your ordinary tax rate, however, as further discussed below, certain ordinary income distributions received from your trust may be taxed at the capital gains tax rates. In addition some dividends may qualify as

“exempt-interest dividends,” which generally are excluded from your gross income for federal income tax purposes. Some or all of the exempt-interest dividends, however, may be taken into account in determining your alternative minimum tax and may have other tax consequences (e.g., they may affect the amount of your social security benefits that are taxed). Generally, you will treat all capital gain dividends as long-term capital gains regardless of how long you have owned your units. To determine your actual tax liability for your capital gain dividends, you must calculate your total net capital gain or loss for the tax year after considering all of your other taxable transactions, as described below. In addition, your trust may make distributions that represent a return of capital for tax purposes and thus will generally not be taxable to you. A return of capital, although not initially taxable to you, will result in a reduction in the basis in your units and subsequently result in higher levels of taxable capital gains in the future. In addition, if the non-dividend distribution exceeds your basis in your units, you will have long-term or short-term gain depending upon your holding period. The tax status of your distributions from your trust is not affected by whether you reinvest your distributions in additional units or receive them in cash. The income from your trust that you must take into account for federal income tax purposes is not reduced by amounts used to pay a deferred sales charge, if any. The tax laws may require you to treat distributions made to you in January as if you had received them on December 31 of the previous year. Income from your trust may also be subject to a 3.8 percent “medicare tax.” This tax generally applies to your net investment income if your adjusted gross income exceeds certain threshold amounts, which are \$250,000 in the case of married couples filing joint returns and \$200,000 in the case of single individuals. Interest that is excluded from gross income and exempt-interest dividends from your trust are generally not included in your net investment income for purposes of this tax.

***Dividends Received Deduction.*** A corporation that owns units generally will not be entitled to the dividends received deduction with respect to many dividends received from your trust because the dividends received deduction is generally not available for distributions from regulated investment companies. However, certain ordinary income dividends on units that are attributable to qualifying dividends received by your trust from certain corporations may be reported by the trust as being eligible for the dividends received deduction.

***Sale or Redemption of Units.*** If you sell or redeem your units, you will generally recognize a taxable gain or loss. To determine the amount of this gain or loss, you must subtract your tax basis in your units from the amount you receive in the transaction. Your tax basis in your units is generally equal to the cost of your units, generally including sales charges. In some cases, however, you may have to adjust your tax basis after you purchase your units. Further, if you hold your units for six months or less, any loss incurred by you related to the disposition of such a unit will be disallowed to the extent of the exempt-interest dividends you received, except as otherwise described in the next section.

An election may be available to you to defer recognition of capital gain if you make certain qualifying investments within a limited time. You should talk to your tax advisor about the availability of this deferral election and its requirements.

***Capital Gains and Losses and Certain Ordinary Income Dividends.*** If you are an individual, the maximum marginal stated federal tax rate for net capital gain is generally 20% (15% or 0% for taxpayers with taxable incomes below certain

thresholds). Some capital gains, including some portion of your capital gain dividends, may be subject to higher maximum marginal stated federal income tax rates. Some portion of your capital gain dividends may be attributable to the trust's interest in a master limited partnership which may be subject to a maximum marginal stated federal income tax rate of 28%, rather than the rates set forth above. In addition, capital gain received from assets held for more than one year that is considered "unrecaptured section 1250 gain" (which may be the case, for example, with some capital gains attributable to equity interests in real estate investment trusts that constitute interests in entities treated as real estate investment trusts for federal income tax purposes) is taxed at a maximum stated tax rate of 25%. In the case of capital gain dividends, the determination of which portion of the capital gain dividend, if any, is subject to the 28% tax rate or the 25% tax rate, will be made based on rules prescribed by the United States Treasury. Capital gains may also be subject to the "medicare tax" described above.

An election may be available to you to defer recognition of the gain attributable to a capital gain dividend if you make certain qualifying investments within a limited time. You should talk to your tax advisor about the availability of this deferral election and its requirements.

Net capital gain equals net long-term capital gain minus net short-term capital loss for the taxable year. Capital gain or loss is long-term if the holding period for the asset is more than one year and is short-term if the holding period for the asset is one year or less. You must exclude the date you purchase your units to determine your holding period. If you hold a unit for six months or less, any loss incurred by you related to the disposition of such unit will be disallowed to the extent of the exempt-interest dividends you received, except in the case of a regular dividend paid by your trust if the trust declares exempt-interest dividends on a daily basis in an amount equal to at least 90 percent of its net tax-exempt interest and distributes such dividends on a monthly or more frequent basis. To the extent, if any, it is not disallowed, it will be recharacterized as long-term capital loss to the extent of any capital gain dividend received. The tax rates for capital gains realized from assets held for one year or less are generally the same as for ordinary income. The Internal Revenue Code treats certain capital gains as ordinary income in special situations.

Ordinary income dividends received by an individual unitholder from a regulated investment company such as your trust are generally taxed at the same rates that apply to net capital gain (as discussed above), provided certain holding period requirements are satisfied and provided the dividends are attributable to qualifying dividends received by your trust itself. Distributions with respect to shares in real estate investment trusts are qualifying dividends only in limited circumstances. Your trust will provide notice to its unitholders of the amount of any distribution which may be taken into account as a dividend which is eligible for the capital gains tax rates.

In addition, some portion of the ordinary income dividends on your units that are attributable to dividends received by your trust from shares in real estate investment trusts may be designated by your trust as eligible for a deduction for qualified business income, provided certain holding period requirements are satisfied.

***In Kind Distributions.*** Under certain circumstances, as described in this prospectus, you may receive an in-kind distribution of trust securities when you redeem units or when your trust terminates. This distribution will be treated as a sale for federal income tax purposes and you will generally recognize gain or loss,

generally based on the value at that time of the securities and the amount of cash received. The Internal Revenue Service could however assert that a loss could not be currently deducted.

***Rollovers and Exchanges.*** If you elect to have your proceeds from your trust rolled over into a future trust, the exchange would generally be considered a sale for federal income tax purposes.

***Treatment of Trust Expenses.*** Expenses incurred and deducted by your trust will generally not be treated as income taxable to you. In some cases, however, you may be required to treat your portion of these trust expenses as income. You may not be able to deduct some or all of these expenses. Further, if your trust pays exempt-interest dividends, which are treated as exempt interest for federal income tax purposes, you will not be able to deduct some of your interest expense for debt that you incur or continue to purchase or carry your units.

***Foreign Tax Credit.*** If your trust invests in any non-U.S. securities, the tax statement that you receive may include an item showing non-U.S. taxes your trust paid to other countries. In this case, dividends taxed to you will include your share of the taxes your trust paid to other countries. You may be able to deduct or receive a tax credit for your share of these taxes.

***Investments in Certain Non-U.S. Corporations.*** If your trust holds an equity interest in any “passive foreign investment companies” (“PFICs”), which are generally certain non-U.S. corporations that receive at least 75% of their annual gross income from passive sources (such as interest, dividends, certain rents and royalties or capital gains) or that hold at least 50% of their assets in investments producing such passive income, the trust could be subject to U.S. federal income tax and additional interest charges on gains and certain distributions with respect to those equity interests, even if all the income or gain is timely distributed to its unitholders. Your trust will not be able to pass through to its unitholders any credit or deduction for such taxes. Your trust may be able to make an election that could ameliorate these adverse tax consequences. In this case, your trust would recognize as ordinary income any increase in the value of such PFIC shares, and as ordinary loss any decrease in such value to the extent it did not exceed prior increases included in income. Under this election, your trust might be required to recognize in a year income in excess of its distributions from PFICs and its proceeds from dispositions of PFIC stock during that year, and such income would nevertheless be subject to the distribution requirement and would be taken into account for purposes of the 4% excise tax. Dividends paid by PFICs are not treated as qualified dividend income.

***Non-U.S. Investors.*** If you are a non-U.S. investor (i.e., an investor other than a U.S. citizen or resident or a U.S. corporation, partnership, estate or trust), you should be aware that, generally, subject to applicable tax treaties, distributions from your trust will be characterized as dividends for federal income tax purposes (other than dividends which your trust properly reports as capital gain dividends) and, other than exempt-interest dividends, will be subject to U.S. income taxes, including withholding taxes, subject to certain exceptions described below. However, distributions received by a non-U.S. investor from your trust that are properly reported by your trust as capital gain dividends may not be subject to U.S. federal income taxes, including withholding taxes, provided that your trust makes certain elections and certain other conditions are met. Distributions from your trust that are properly reported by the trust as an interest-

related dividend attributable to certain interest income received by the trust or as a short-term capital gain dividend attributable to certain net short-term capital gain income received by the trust may not be subject to U.S. federal income taxes, including withholding taxes when received by certain non-U.S. investors, provided that the trust makes certain elections and certain other conditions are met. In addition, distributions to, and the gross proceeds from dispositions of units by, (i) certain non-U.S. financial institutions that have not entered into an agreement with the U.S. Treasury to collect and disclose certain information and are not resident in a jurisdiction that has entered into such an agreement with the U.S. Treasury and (ii) certain other non-U.S. entities that do not provide certain certifications and information about the entity's U.S. owners, may be subject to a U.S. withholding tax of 30%. However, proposed regulations may eliminate the requirement to withhold on payments of gross proceeds from dispositions. You should also consult your tax advisor with respect to other U.S. tax withholding and reporting requirements.

**New York Taxes.** The assets of the New York Municipal Portfolio of Closed-End Funds Trust (the "*New York Trust*") will include shares (the "*RIC Shares*") in funds qualifying as regulated investment companies ("*RICs*") that are treated as interests in regulated investment companies for federal income tax purposes. The RICs will hold, among other things, one or more of the following: (i) interest bearing obligations issued by or on behalf of the State of New York or political subdivisions thereof (the "*New York Bonds*") or (ii) interest bearing obligations issued by the government of Puerto Rico, Guam or the Virgin Islands (the "*Possession Bonds*") and, collectively with the New York Bonds, the "*Bonds*"). The discussion in this section is based on the assumption that: (i) the Bonds were validly issued by the State of New York or a political subdivision thereof, or by the government of Puerto Rico, Guam or the Virgin Islands, as the case may be, (ii) the interest on the Bonds is excludable from gross income for federal income tax purposes, (iii) with respect to the Possession Bonds, the Possession Bonds and the interest thereon are exempt from all state and local taxation and (iv) the RICs are treated as interests in regulated investment companies for federal income tax purposes. This disclosure does not address the taxation of persons other than full-time resident individuals and corporations of the State of New York and New York City.

Exempt-interest dividends distributed by the New York Trust that are excluded from gross income for federal income tax purposes and are attributable to the exempt-interest dividends the New York Trust receives from the RIC Shares that are attributable to interest on the Bonds, will be excluded from taxable income for purposes of the New York State personal income tax imposed on individuals by Article 22 of the New York State Tax Law (the "*State Personal Income Tax*") and the personal income tax imposed on individuals by the City of New York under Section 11-1701 of the Administrative Code (the "*City Personal Income Tax*").

Distributions from the New York Trust other than exempt-interest dividends attributable to the exempt-interest dividends the New York Trust receives from the RIC Shares that are attributable to interest on the Bonds, will generally be subject to the State Personal Income Tax and the City Personal Income Tax.

Distributions, including exempt-interest dividends, distributed by the New York Trust may be subject to the New York State franchise tax imposed on domestic and foreign corporations by Article 9-A of the New York State Tax Law (the "*State*

*Corporate Tax*”) and the general corporation tax imposed by the City of New York on domestic and foreign corporations under Sections 11-603 and 11-653 of the Administrative Code of the City of New York (the “*City Corporate Tax*”).

You generally will be subject to tax for purposes of the State Personal Income Tax and the City Personal Income Tax on the gain recognized on the sale or redemption of a unit in the New York Trust. Gain recognized on the sale or redemption of a unit in the New York Trust may be subject to the State Corporate Tax and the City Corporate Tax.

You should be aware that, generally, interest on indebtedness incurred or continued to purchase or carry units of the New York Trust is not deductible for purposes of the State Personal Income Tax or the City Personal Income Tax.

Neither the sponsor nor its counsel have independently examined the RIC Shares, the Bonds or the opinions of bond counsel rendered in connection with the issuance of the Bonds. Ownership of units in the New York Trust may result in other New York State and New York City tax consequences to certain taxpayers, and prospective investors should consult their tax advisors.

## **OTHER MATTERS**

**LEGAL MATTERS.** Chapman and Cutler LLP acts as counsel for the sponsor and your trust. Dorsey & Whitney LLP acts as counsel for the trustee.

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.** The “Statements of Financial Condition” and each of the “Portfolio of Investments” in this prospectus are included herein in reliance upon the report of Grant Thornton LLP, independent registered public accounting firm, and upon the authority of that firm as experts in accounting and auditing.

**ADDITIONAL INFORMATION.** This prospectus does not contain all the information in the registration statement that your trust filed with the Securities and Exchange Commission. The Information Supplement, which was filed with the Securities and Exchange Commission, includes more detailed information about the investment risks and certain information about your trust. You can obtain the Information Supplement by contacting the sponsor or the Securities and Exchange Commission as indicated on the back cover of this prospectus. This prospectus incorporates the Information Supplement by reference (it is legally considered part of this prospectus).



Innovative, Independent & UIT Focused

**NEW AMERICAN ECONOMY TRUST,  
SERIES 4**

**NEW YORK MUNICIPAL PORTFOLIO  
OF CLOSED-END FUNDS TRUST,  
SERIES 24**

**(SMARTTRUST 557)**

**PROSPECTUS**

**DATED: MARCH 11, 2022**

**SPONSOR:**

**HENNION & WALSH**

2001 Route 46, Waterview Plaza  
Parsippany, New Jersey 07054  
973-299-8989

**TRUSTEE:**

**THE BANK OF NEW YORK MELLON**  
240 Greenwich Street, 22W Floor  
New York, NY 10286  
877-363-3613

*This prospectus does not contain all of the information set forth in the registration statement, filed with the Securities and Exchange Commission under the Securities Act of 1933 (file no. 333-261716), and the Investment Company Act of 1940 (file no. 811-21429), and to which reference is made. Information, including the information supplement, may be reviewed and copied at the Securities and Exchange Commission's Public Reference Room in Washington, D.C., and information on the Public Reference Room may be obtained by calling the Securities and Exchange Commission at 1-202-551-8090. Copies may be obtained from the Securities and Exchange Commission by:*

- visiting the Securities and Exchange Commission Internet address: <http://www.sec.gov>
- electronic request (after paying a duplicating fee) at the following E-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov)
- writing: Public Reference Section of the Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549 (after paying a duplicating fee)