





# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

ANNUAL AUDITED REPORT Mail

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**FORM X-17A-5** 

PART III

Wasnington DC Information Required of Brokers and Dealers Pursuant to Section 17 of the Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

| REPORT FOR THE PERIOD BEGIN  | NNING 01/01/201                | 15 AND ENDING_            | 12/31/2015                    |  |  |
|--|--------------------------------|---------------------------|-------------------------------|--|--|
|  | MM/DD/YY                       |                           | MM/DD/YY                      |  |  |
|  | A. REGISTRANT II               | DENTIFICATION             |                               |  |  |
| NAME OF BROKER-DEALERS:  | WISEBANYAN SECU                | RITIES LLC                | OFFICIAL USE ONLY             |  |  |
| ADDRESS OF PRINCIPAL PLACE (<br>47 WEST 28 <sup>TH</sup> STREET, UNI     | FIRM I.D. NO.                  |                           |                               |  |  |
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| NEW YORK   |                                | YY                        | 10001                         |  |  |
| (City)   | (S                             | State)                    | (Zip Code)                    |  |  |
| NAME AND TELEPHONE NUMBER  | OF PERSON TO CONT.             | ACT IN REGARD TO THIS RE  | PORT                          |  |  |
| HERBERT MOORE  |                                |                           | (646) 593-8359                |  |  |
|  |                                | (                         | Area Code – Telephone Number) |  |  |
|  | B. ACCOUNTANT I                | DENTIFICATION             |                               |  |  |
| INDEPENDENT PUBLIC ACCOUNT   | ANT whose opinion is co        | ntained in this Report*   |                               |  |  |
| FILVIO & ASSOCIATES LLP  | and the second second          | maine in ana treffats     |                               |  |  |
|  | (Name - if individual, state i | last, first, middle name) |                               |  |  |
| 3 WEST 37TH STREET, 4TH FL   | NEW YORK                       | NY                        | 10018                         |  |  |
| (Address)  | (City)                         | (State)                   | (Zip Code)                    |  |  |
| CHECK ONE:   |                                |                           |                               |  |  |
| <ul><li>☑ Certified Public Account</li><li>☐ Public Accountant</li></ul> | ants                           |                           |                               |  |  |
| ☐ Accountant not resident  | in United States or any o      | of its possessions.       |                               |  |  |
| FOR OFFICIAL USE ONLY  |                                |                           |                               |  |  |

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

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# OATH OR AFFIRMATION

|                   | HERBERT MOORE   | , swear (or affirm) that, to the                                  |  |  |  |  |
|-------------------|---|---|--|--|--|--|
| be                | st of my knowledge and belief the accompa   | anying financial statement and supporting schedules pertaining    |  |  |  |  |
|                   | the firm of   |   |  |  |  |  |
| W                 | ISEBANYAN SECURITIES LLC  | , as  |  |  |  |  |
| of                |   | , 2015, are true and correct. I further swear (or affirm)         |  |  |  |  |
| tha               |   |   |  |  |  |  |
|                   |   | or, principal officer or director has any proprietary interest in |  |  |  |  |
|                   | y account   |   |  |  |  |  |
| cla               | ssified solely as that of a customer, except  | as follows:   |  |  |  |  |
| Νn                | Exceptions  |   |  |  |  |  |
| -140              | LAOODIONS   |   |  |  |  |  |
|                   |   |   |  |  |  |  |
| ********          |   |   |  |  |  |  |
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|                   |   | 1 Per An  |  |  |  |  |
|                   | SHU ZHOU  | - Wall Tuling   |  |  |  |  |
|                   | Notary Public, State of New York  | Signature   |  |  |  |  |
|                   | Registration #02ZH6314908 Qualified In New York County  | CEO   |  |  |  |  |
| Į                 | Qualified In New York County<br>Commission Expires November 17, 2014                          | Title   |  |  |  |  |
|                   | Calego  | February 22, 2016   |  |  |  |  |
|                   |   | Lepkrand Colo   |  |  |  |  |
|                   | Notary Public   |   |  |  |  |  |
| This              | report ** contains (check all applicable bo   | xes):   |  |  |  |  |
| X                 | (a) Facing Page.  |   |  |  |  |  |
| X                 | (b) Statement of Financial Condition.   |   |  |  |  |  |
|                   | (c) Statement of Income (Loss).   |   |  |  |  |  |
|                   | (d) Statement of Changes in Financial C   |   |  |  |  |  |
|                   | (f) Statement of Changes in Stockholde (f) Statement of Changes in Liabilities S              | ers' Equity or Partners' or Sole Proprietors' Capital.            |  |  |  |  |
|                   | (g) Computation of Net Capital.   | subordinated to Claims of Creditors.                              |  |  |  |  |
|                   |   | serve Requirements Pursuant to Rule 15c3-3                        |  |  |  |  |
|                   |   |   |  |  |  |  |
| $\overline{\Box}$ |   | te explanation of the Computation of Net Capital Under Rule       |  |  |  |  |
|                   |   | nination of the Reserve Requirements Under Exhibit A of           |  |  |  |  |
|                   | Rule 15c3-3.  |   |  |  |  |  |
|                   | (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with |   |  |  |  |  |
|                   | respect to methods of consolidation.  |   |  |  |  |  |
| ×                 | (I) An Oath or Affirmation.   |   |  |  |  |  |
|                   | (m) A copy of the SIPC Supplemental Re  |   |  |  |  |  |
|                   |   | equacies found to exist or found to have existed since the        |  |  |  |  |
|                   | date of the previous audit.   | Alon and Evaluation Commission Date 47-84-334                     |  |  |  |  |
|                   | (o) Exemption Report pursuant to Securi   | ties and Exchange Commission Rule 17a5(d)(4)                      |  |  |  |  |
|                   |   |   |  |  |  |  |

<sup>\*\*</sup>For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

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Certified Public Accountants

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member of WiseBanyan Securities LLC:

We have audited the accompanying statement of financial condition of WiseBanyan Securities LLC (the "Company") as of December 31, 2015, and the related notes to the financial statement. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

# Auditor's Responsibility

We conducted our audit in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial condition is free from material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in this financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of this financial statement. We believe that our audit provides a reasonable basis for our opinion.

## **Opinion**

In our opinion, the financial statement referred to above presents fairly, in all material respects, the financial position of WiseBanyan Securities LLC as of December 31, 2015 in conformity with accounting principles generally accepted in the United States of America.

E associates LU

New York, New York

February 24, 2016

# WiseBanyan Securities LLC Statement of Financial Condition December 31, 2015

| Assets Cash Due from clearing broker, net Securities owned, at fair value Other assets Total assets                        | \$ 220,776<br>176,365<br>2,162<br>31,739<br>\$ 431,042 |
|--|--|
| Liabilities and Member's Equity Accounts payable and accrued expenses Due to affiliate Other liabilities Total liabilities | \$ 36,772<br>49,340<br>4,843<br>90,955                 |
| Member's equity Total liabilities and member's equity  | 340,087<br>\$ 431,042                                  |

## 1. Organization and Business Activity

WiseBanyan Securities LLC ("the Company") is a limited liability company established in the state of Delaware. On June 3, 2015, the Financial Industry Regulatory Authority ("FINRA") approved the registration of the Company. The Company is registered as a securities broker-dealer with the Securities and Exchange Commission ("SEC") and is a member of FINRA. The Company is a wholly owned subsidiary of WiseBanyan Holdings Inc. ("Holdings"). The Company executes trades for WiseBanyan Inc. ("Affiliate"), a registered investment advisor.

The Company does not carry securities accounts for customers or perform custodial services and, accordingly, claims exemption from Rule 15c3-3 of the Securities Exchange Act of 1934.

## 2. Summary of Significant Accounting Policies

#### **Basis of Presentation**

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

The following is a summary of the significant accounting policies followed by the Company.

#### Cash

Cash consists of cash in banks, held at one financial institution which at times may exceed federally insured limits.

#### Securities Transactions and Revenue Recognition

Transactions in securities and related revenue and expenses are recorded on a trade date basis. The Company recognizes revenues in accordance with Accounting Standards Codification ("ASC") Topic 605, "Revenue Recognition", which stipulates that revenue generally is realized, or realizable and earned, once persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the fee is fixed or determinable and collectability is assessed as probable. During 2015, the Company's revenues were derived primarily from interest income.

#### Securities Owned, at Fair Value

As of December 31, 2015, the Company owned long equity positions in the amount of \$2,162, which are held at the clearing broker. Net realized and unrealized gains or losses on securities owned are reflected on the statement of operations. Securities are carried at fair value, based on dealer quotes.

Generally accepted accounting principles define fair value, establish a framework for measuring fair value, and, establish a fair value hierarchy which prioritizes the inputs to valuation techniques. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset of liability or, in the absence of principal market, the most advantageous market. Valuation techniques that are consistent with the market, income or cost approach, as specified by generally accepted accounting principles, are used to measure fair value. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

Level 1 inputs to the valuation hierarchy are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.

### Securities Owned, at Fair Value (continued)

Level 2 inputs are inputs (other than quoted prices included within Level 1) that are observable for the asset or liability, either directly or indirectly.

Level 3 are unobservable inputs for the asset or liability and rely on management's own assumptions about the assumptions that market participants would use in pricing the asset or liability. The unobservable inputs should be developed based on the best information available in the circumstances and many include the Company's own data.

The Company's investments at December 31, 2015 comprise publicly traded electronic traded funds (ETFs) with Level 1 inputs.

#### **Income Taxes**

The Company is a limited liability company and accordingly, no provision has been made in the accompanying financial statements for any federal or state income taxes. All revenue and expenses retain their character and pass directly to the Parent's income tax returns.

The Company recognizes and measures its unrecognized tax benefits in accordance with ASC Topic 740, Income Taxes. Under that guidance the Company assesses the likelihood, based on their technical merit, that tax positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. The measurement of unrecognized tax benefits is adjusted when new information is available, or when an event occurs that requires a change. The Company believes that it has no uncertain tax positions and accordingly, no liability has been recorded. The Company continually evaluates expiring statutes of limitations, audits, proposed settlements, changes in tax law, and new authoritative rulings.

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due and deferred tax assets or liabilities related primarily to differences between the bases of certain assets and liabilities for financial and tax reporting and unused net operating loss carryforwards. The deferred taxes represent the future tax return consequences of those differences, which will either be deductible or taxable when the assets and liabilities are recovered or settled. At December 31, 2015, the Company has a net operating loss carryforward of approximately \$470,000 giving rise to a deferred tax asset of approximately \$211,500 which has been fully offset by a valuation allowance in the same amount. The allowance has been recorded since it cannot now be estimated that it is more likely than not that the Company will be able to utilize its carryforwards through future profitable operations. The net operating loss carryforwards begin to expire in 2034. The Company will periodically evaluate the likelihood of realizing such asset and will adjust the valuation allowance, accordingly, based on those results. The Company's income tax returns may be examined by the taxing authorities for up to three years after their filing.

#### Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of revenues and expenses during the reporting period and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from these estimates.

ASC Topic 460, "Guarantees" requires the disclosure of the Company's representations and warranties which may provide general indemnifications to others. The Company in its normal course of business may enter into other legal contracts that contain a variety of these representations and warranties that provide general indemnifications. The Company's maximum exposure under these arrangements is unknown, as claims may be unasserted. However, based on its experience, the Company expects the risk of loss to be remote.

## 3. Expense Sharing Agreement

On June 1, 2015, the Company and the Affiliate entered into an Administrative Services Agreement (the "Expense Sharing Agreement"). In accordance with the Expense Sharing Agreement, the Company reimburses the Affiliate, on a monthly basis, for a proportional share of salaries and related expenses of personnel employed by the Affiliate who provide services to the Company. During the period ended December 31, 2015, the Company incurred \$178,263 of expenses under the Expense Sharing Agreement, \$49,340 of which is included as due to affiliate on the accompanying statement of financial condition.

## 4. Commitments and Contingencies

The Company's customers' securities transactions are introduced on a fully-disclosed basis to its clearing broker. The clearing broker carries all of the customer accounts and is responsible for collection and payment of funds and receipt and delivery of securities relative to customer transactions. These transactions may expose the Company to off-balance-sheet risk, wherein the clearing broker may charge the Company for any losses it incurs in the event that customers may be unable to fulfill their contractual commitments and margin requirements are not sufficient to fully cover losses. As the right to charge the Company has no maximum amount and applies to all trades executed through the clearing broker, the Company believes there is no maximum amount assignable to this right. The Company has the right to pursue collection or performance from the counterparties who do not perform under their contractual obligations.

The Company seeks to minimize this risk through procedures designed to monitor the creditworthiness of its customers and to ensure that customer transactions are executed properly by the clearing broker, subject to the credit risk of the clearing broker. The Company maintains a minimum deposit of \$250,000 with its clearing broker.

#### Lease

The Company leases office space under a non-cancellable lease agreement which expires August, 2020. The future minimum annual payments, at December 31, 2015 under this agreement are approximately:

|      | Commitments : |         |
|------|---------------|---------|
| 2016 | \$            | 49,692  |
| 2017 |               | 51,184  |
| 2018 |               | 52,724  |
| 2019 |               | 54,312  |
| 2020 |               | 36,928  |
|      | \$            | 244,840 |

The minimum annual rents are subject to escalation based on increases in real estate tax and certain operating costs. The Company incurred \$27,888 rent expense for the period.

The Company had no underwriting commitments, no equipment leases, and had not been named as defendant in any lawsuit at December 31, 2015 or during the year then ended.

## 5. Net Capital Requirements

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 8 to 1 during the first year of operations. At December 31, 2015, the Company had net capital of \$307,499, which was \$207,499 in excess of its required net capital of \$100,000. The Company's net capital ratio was 0.39 to 1.

## 6. Subsequent Events

The Company has evaluated and noted no events or transactions that have occurred after December 31, 2015 that would require recognition or disclosure in the financial statements.

# WiseBanyan Securities LLC Statement of Financial Condition December 31, 2015