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UNITED STATES **SECURITIES AND EXCHANGE COMMISSION** 

Washington, D.C. 20549

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SEC

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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 BEGINNING	January 1, 2015 MM/DD/YY	AND ENDING	December 31, 2015		
	MM/DD/YY		MM/DD/YY		
A. RI	EGISTRANT IDEN	NTIFICATION			
NAME OF BROKER-DEALER: Salt Spray Cap	tal, LLC		OFFICIAL USE	ONLY	
ADDRESS OF PRINCIPAL PLACE OF BUSIN	ESS: (Do not use P.O. E	Box No.)	FIRM I.D. N	IO.	
	916 Congress Ave				
	(No. and Street)				
Austin	TX		78701		
(City)	(State)		(Zip Code)		
NAME AND TELEPHONE NUMBER OF PERS	SON TO CONTACT IN	REGARD TO THIS F	REPORT		
Cathy Vasilev			(512)796-3299		
			(Area Code – Telephone Number)		
B. AC	COUNTANT IDE	NTIFICATION			
INDEPENDENT PUBLIC ACCOUNTANT who	se opinion is contained asish Banerjee, CPA	in this Report*			
(Nam	e – if individual, state last, fir.	st, middle name)			
	dland Hills	<u>CA</u>	91367		
(Address)	(City)	(State)	(Zip Code)		
CHECK ONE:					
☑ Certified Public Accountant					
☐ Public Accountant					
☐ Accountant not resident in Unit	ed States or any of its po	essessions.			
	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)

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1410 (06-02)

#### OATH OR AFFIRMATION

Ι, _	Cathy Vasilev	, swear (or affirm) that, to the best of
my	knowledge and belief the accompanying fine Salt Spray Capital, LLC	ancial statement and supporting schedules pertaining to the firm of
of	December 31	, 20 15 , are true and correct. I further swear (or affirm) that
-		r, principal officer or director has any proprietary interest in any account
	ssified solely as that of a customer, except as	
CIA	salled solely as mai of a customer, except as	101104101
		NONE
`1	SANDRA JOANN BUSICK Notary Public, State of Texas	Signature
	My Commission Expires March 02, 2019	<u>ceo</u>
ی	Sardia Jan 5	unck
مبجاتر	Notary Public	
Thi	is report ** contains (check all applicable bo	xes):
X	(a) Facing Page.	
X	(b) Statement of Financial Condition.	
X	(c) Statement of Income (Loss).	11.4
X	(d) Statement of Changes in Financial Con	
	(f) Statement of Changes in Stockholders  (f) Statement of Changes in Liabilities Sub	Equity or Partners' or Sole Proprietors' Capital.
×	(g) Computation of Net Capital.	ordinated to Claims of Creditors.
X		erve Requirements Pursuant to Rule 15c3-3.
		or Control Requirements Under Rule 15c3-3.
		explanation of the Computation of Net Capital Under Rule 15c3-1 and the
		Reserve Requirements Under Exhibit A of Rule 15c3-3.
X		nd unaudited Statements of Financial Condition with respect to methods of
	consolidation.	
X	(l) An Oath or Affirmation.	
	(m) A copy of the SIPC Supplemental Repo	
	(n) A report describing any material inadequate	acies found to exist or found to have existed since the date of the previous audit.

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

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# REPORT PURSUANT TO SEC RULE 17a-5

For the year ended December 31, 2015

# SALT SPRAY CAPITAL, LLC FINANCIAL STATEMENTS AND ACCOMPANYING SUPPLEMENTAL INFORMATION

Dave Banerjee CPA, an Accountancy Corporation. Member AICPA, PCAOB 21860 Burbank Blvd., Suite 150, Woodland Hills, CA 91367.

www.davebanerjee.com 818.657.0288

# SALT SPRAY CAPIAL, LLC

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#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Cathy Vasilev, CCO Salt Spray Capital, LLC Austin, Texas

We have audited the accompanying statement of financial condition of Salt Spray Capital, LLC as of December 31, 2015 and the related statements of income, changes in members' equity, and cash flows for the year then ended. These financial statements are the responsibility of Salt Spray Capital, LLC's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the 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 financial statements are free of material misstatement. An audit included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Salt Spray Capital, LLC as of December 31, 2015 and the results of its operations and its cash flows for the two year ended December 31, 2015 in conformity with accounting principles generally accepted in the United States of America.

The Company's financial statements are prepared using the generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has accumulated deficit of \$63,837 and a negative cash flow from operations amounting to \$63,809 from January 1, 2015 through December 31, 2015. These factors as discussed in Note 7 of the financial statements raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 7. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

#### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Cathy Vasilev, CCO Salt Spray Capital, LLC Austin, Texas

The supplemental information for the year ended December 31, 2015 (Schedule I, Computation of Net Capital Under Rule 15c3-1, Schedule II, Computation of Determination of Reserve Requirements Under Rule 15c3-3 (exemption), and Schedule III, Information for Possession or Control Requirements Under Rule 15c3-3 (exemption) has been subjected to audit procedures performed in conjunction with the audit of Salt Spray Capital, LLC's financial statements. The supplemental information is the responsibility of Salt Spray Capital, LLC's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on supplemental information, we evaluated whether the supplemental information, including the form and content is presented in conformity with Rule 17a-5 of the Securities Exchange Act of 1934. In our opinion, the supplemental information is fairly stated, in all material respects, in relation to the financial statements as a whole.

This opinion is intended solely for the information and use of the board of members, the Securities and Exchange Commission, and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be used and should not be used by anyone other than these specified parties.

Dave Banerjee CPA, An Accountancy Corp.

Woodland Hills, California

February 23, 2016

# SALT SPRAY CAPITAL, LLC

# Statement of Financial Condition December 31, 2015

### **ASSETS**

Cash Other assets	\$	16,387 1,004
Total assets	<u>\$</u>	17,392
LIABILITIES AND MEMBERS' EQUITY		
Liabilites:		
Accounts Payable (Note 2)	\$_	470
Total liabilities	\$	470
Members' equity		
Members' Equity Additional Equity Capital Deficits	\$	(145,898) 226,656 (63,837)
Total members' equity		16,922
Total liabilities and members' equity	\$	17,392

# SALT SPRAY CAPITAL, LLC

# Statement of Operations For the year ended December 31, 2015

REVENUE	
Total revenue	\$ -
EXPENSES:	
Professional fees	\$ 4,000
Rent expense	214
Other operating expenses	 59,623
Total expenses	\$ 63,837
NET LOSS BEFORE INCOME TAXES	\$ (63,837)
NET LOSS	\$ (63,837)

# SALT SPRAY CAPITAL LLC

# Statement of Changes in Members' Equity For the year ended December 31, 2015

		lembers' Equity	Net Loss	Total Members' Equity		
Beginning balance December 31, 2010 Adjusments: Net Loss	\$	12,463 (800)		(5,388)	\$	12,463 (800) (5,388)
Ending balance December 31, 2011	\$	11,663	\$	(5,388)	\$	6,275
Additional Equity Capital Net Loss		38,085		- (28,076)		38,085 (28,076)
Ending balance December 31, 2012	\$	49,748	\$	(33,464)	\$	16,284
Additional Equity Capital Net Loss		60,704		- (61,669)		60,704 (61,669)
Ending balance December 31, 2013	\$	110,452	\$	(95,133)	\$	15,319
Additional Equity Capital Net Loss		65,236		- (62,427)		65,236 (62,427)
Ending balance December 31, 2014	\$	175,688	\$	(157,560)	\$	18,128
Additional Equity Capital Net Loss		62,630		(63,836)		62,630 (63,836)
Ending balance December 31, 2015	\$	238,318	\$	(221,396)	\$	16,922

# SALT SPRAY CAPITAL, LLC

# Statement of Cash Flows For the year ended December 31, 2015

### CASH FLOWS FROM OPERATING ACTIVITIES

Net Loss Adjustments to reconcile net loss to net cash provided/(used) by operating activities:	\$ (63,837)
(Increase) decrease in: CRD balance Prepaid Expense balance	(39) (403)
Increase (decrease) in:	
Accounts payable	 470
Total adjustments	\$ 28
Net cash used in operating activities	\$ (63,809)
CASH FLOWS FROM FINANCING ACTIVITIES	
Equity Capital Contribution from Members	\$ 62,630
Net cash provided in financing activities	\$ 62,630
Decrease in cash	\$ (1,179)
Cash - beginning of year	\$ 17,566
Cash - end of period	\$ 16,387

#### Interest

#### Note 1: Organization

#### **Business Activity**

Salt Spray Capital, LLC is currently owned by Salt Spray Holdings, LLC, a limited liability company, as a limited disclosure Broker-Dealer, registered with the Securities and Exchange Commission (SEC) and is a member of Financial Industry Regulatory Authority (FINRA). The Company conducts business as a private placement broker-dealer acting solely as agent or finder under Rule 15c3-3(k)(2)(i). As a registered broker-dealer in securities, the Company is subject to the Securities Exchange Act of 1934. On August 30, 2010, Salt Spray Capital was converted from a sole proprietorship to Salt Spray Capital, LLC as a successor organization for the Company's business.

#### **Note 2: Significant Accounting Policies**

#### Method of accounting

The Company uses the accrual method of accounting for financial reporting purposes. For purposes of reporting cash flows, cash and cash equivalents include cash on hand and demand deposits at banks.

The Company's books and records are maintained at the Company's office location. All taxes, regulatory fees and other expenses are paid as of the date of the financial statements and therefore no liabilities were accrued and recorded.

#### **Use of Estimates**

In conformity with generally accepted accounting principles, preparation of financial statements may require the use of management's estimates. Those estimates and assumptions affect reported amount of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenue and expenses.

#### Comprehensive Income

The Company adopted SF AS No. 130, "Reporting Comprehensive Income," which requires that an enterprise report, by major components and as a single total, the changes in equity. There were no comprehensive income items for the year ended December 31, 2015.

The firm did not have any adjustments that would have made comprehensive income different from net income.

#### Concentrations of Credit Risk

The Company has not engaged in securities business, various trading and brokerage activities in which counterparties primarily include broker-dealers, banks, and other financial institutions, and therefore is not exposed to risk.

#### Note 3: Capital Requirement

The Company is subject to the Securities and Exchange Commission Uniform Net Capital Rule (SEC) Rule 15c3-l, which requires the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. Net Capital and the related net capital ratio may fluctuate on a daily basis. At December 31, 2015, the Company had net capital of \$15,918 of which \$10,918 was in excess of its required minimum net capital per SEC Rule 15c3-l. The Company had \$470.00 of aggregate indebtedness at December 31, 2015, which makes its ratio of aggregate indebtedness to net capital approximately 2.95%.

#### Note 4: Fair Value

The Company adopted Financial Accounting Standards ("SFAS") ASC 820 Measurements and Disclosures, for assets and measured at fair value on a recurring basis. The ASC 820 had no effect on the Company's financial. ASC 820 accomplishes the following key objectives:

- Defines fair value as 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;
- Establishes a three-level hierarchy (the "Valuation Hierarchy") for fair value measurements;
- Requires consideration of the Company's creditworthiness when valuing liabilities; and expands disclosures about instruments measured at fair value.

The Valuation Hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the Valuation Hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of the Valuation Hierarchy and the distribution of the Company's financial assets within it are as follows:

- Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 inputs to the valuation methodology included quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.
- Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Certain financial instruments are carried at cost on the balance sheet, which approximates fair value due to their short-term, highly liquid nature. These instruments include cash and cash equivalents, accounts receivable, accrued expenses and other liabilities and deferred revenue.

The Company has either evaluated or is currently evaluating the implications, if any; of each of these pronouncements and the possible impact they may have on the Company's financial statements. In most cases, management has determined that the pronouncement has either limited or no application to the Company and, in all cases, implementation would not have a material impact on the financial statements taken as a whole.

#### Note 5: Recently issued accounting standards

The Financial Accounting Standards Board (the "FASB") issued a new professional standard in June of 2009 which resulted in a major restructuring of U.S. accounting and reporting standards. The new professional standard, issued as ASC 105 ("ASC 105"), establishes the Accounting Standards Codification ("Codification or ASC") as the source of authoritative accounting principles ("GAAP") recognized by the FASB. The principles embodied in the Codification are to be applied by nongovernmental entities in the preparation of financial statements in accordance with generally accepted accounting principles in the United States. Rules and interpretive releases of the Securities and Exchange Commission ("SEC") issued under authority of federal securities laws are also sources of GAAP for SEC registrants. Existing GAAP was not intended to be changed as a result of the Codification, and accordingly the change did not impact the financial statements of the Company.

For the year ending December 31, 2015, various Accounting Standard Updates ("ASU") issued by the FASB were either newly issued or had effective implementation dates that would require their provisions to be reflected in the financial statements for the year then ended. The Company has reviewed the following ASU releases to determine relevance to the Company's operations:

The Company has either evaluated or is currently evaluating the implications, if any, of each of these pronouncements and the possible impact they may have on the Company's financial statements. In most cases, management has determined that the pronouncement has either limited or no application to the Company and, in all cases, implementation would not have a material impact on the financial statements taken as a whole.

#### Note 6: Provision for Taxes

The Company is treated as a regular LLC for federal tax purposes and is allowed to absorb any gains or losses in the member's individual tax return. As the tax obligations of the members are carried to their individual tax return, any audit or review considerations related to Internal Revenue Service assessments and statute of limitations thereof are borne by the members. Under section 650l(a) of the Internal Revenue Code (Tax Code) and section 301.650l(a)-l(a) of the Income Tax Regulations (Tax Regulations), the IRS is required to assess tax within 3 years after the tax return was filed with the IRS.

#### Note 7: Going Concern Uncertainty

The Company's result of operations was a deficit of \$63,837 and negative cash flow from operations amounting \$63,809 for the period ended December 31, 2015. These factors as well as the uncertain conditions that the Company faces in its day-to-day operations create an

uncertainty as to the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. The Company's only significant asset is cash amounting to \$16,387.

The Company is still in a development stage company and does not anticipate generating significant revenues that improves the Company's financial condition. It expects to fund regulatory capital from the sole member as needed.

#### Note 8: Commitments and Contingencies

As of the audit date the only debt is on the Company's books is \$470. Other than this, there are no contingencies, guarantees of debt, and the like.

#### Note 9: Members' Equity

During 2015, members made cash contributions to the Company in the amount of \$62,630.

#### **Note 10: Subsequent Events**

The Company has evaluated all material subsequent events from the consolidated balance sheet date through the date at which the financial statements were available to be issued, and determined that there are no other items to disclose, as of February 23, 2016.

### SALT SPRAY CAPITAL LLC

# Statement of Net Capital Schedule I For the year ended December 31, 2015

	Focus 12/31/15		Audit 12/31/15		Change	
Member's equity, December 31, 2014	\$	16,922	\$	16,922	\$	-
Subtract - Non allowable assets: Other asset Tentative net capital	\$	(1,004) 15,918	\$	(1,004) 15,918		-
Haircuts:		-		-		-
NET CAPITAL	\$	15,918	\$	15,918	\$	
Minimum net capital		(5,000)		(5,000)		-
Excess net capital	\$	10,918	\$	10,918	\$	-
Aggregate indebtedness	\$	470	\$	470	\$	-
Ratio of aggregate indebtedness to net capital		2.95%		2.95%		

There was no difference noted between the Audit and Focus report as of December 31, 2015.

# SALT SPRAY CAPITAL LLC December 31, 2015

# Schedule II Determination of Reserve Requirements Under Rule 15c3-3 of the Securities and Exchange Commission

The Company is exempt from the Reserve Requirement of computation according to the provision of Rule 15c3-3(k)(2)(i)

# Schedule III Information Relating to Possession or Control Requirements Under Rule 15c3-3

The Company is exempt from the Rule 15c3-3 as it relates to Possession and Control requirements under the (k)(2)(i) exemptive provision.

# Schedule IV Independent Accountant's Report on Applying Agreed-Upon Procedures Related to an Entity's SIPC Assessment Reconciliation

The Company is exempt from the Rule 17a-5(c)(4) as it meets the minimun assessment as for in Section 4(d)(1)(c) of The Securities Investor Protection Act of 1970, as amended.



# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Cathy Vasilev, CEO Salt Spray Capital, LLC Austin, Texas

We have reviewed management's statements, included in the accompanying Salt Spray Capital, LLC Exemption Report in which (1) Salt Spray Capital, LLC, identified the following provisions of 17 C.F.R. §15c3-3(k) under which Salt Spray Capital, LLC claimed an exemption from 17 C.F.R. §240.15c3-3: (k)(2)(i) (the "exemption provision") and (2) Company, stated that Salt Spray Capital, LLC, met the identified exemption provision throughout the most recent fiscal year without exception. Salt Spray Capital, LLC's management is responsible for compliance with the exemption provision and its statements.

Our review was conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States) and accordingly, included inquiries and other required procedures to obtain evidence about Company's compliance with the exemption provision. A review is substantially less in scope than an examination, the objective of which is the expression of an opinion on management's statements. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to management's statements referred to above for them to be fairly stated, in all material respects, based on the provisions set forth in paragraph (k)(2)(i) of Rule 15c3-3 under the Securities Exchange Act of 1934.

Dave Banerjee CPA, An Accountancy Corp.

Woodland Hills, California

February 23, 2016



January 14, 2016

# **Assertions Regarding Exemption Provisions**

We, as members of management of Salt Spray Capital, LLC ("the Company"), are responsible for compliance with the annual reporting requirements under Rule 17a-5 of the Securities Exchange Act of 1934. Those requirements compel a broker or dealer to file annuals reports with the Securities Exchange Commission (SEC) and the broker or dealer's designated examining authority (DEA). One of the reports to be included in the annual filing is an exemption report prepared by an independent public accountant based upon a review of assertions provided by the broker or dealer. Pursuant to that requirement, the management of the Company hereby makes the following assertions:

#### **Identified Exemption Provision:**

The Company claims exemption from the custody and reserve provisions of Rule 15c3-3 by operating under the exemption provided by Rule 15c3-3, Paragraph (k)(2)(i) broker-dealers who do not carry customer margin accounts and who promptly transmit all customer funds and securities received in connection with its activities as a broker or dealer. May not hold funds or securities for, or owe money or securities to, customers.

Furthermore, all transactions between the broker-dealer and its customers are effectuated through a bank account designated as "Special Account for the Exclusive Benefit of Customers of (name of the broker or dealer)."

#### **Statement Regarding Meeting Exemption Provision:**

The Company met the identified exemption provision without exception throughout the period ending *December 31, 2015*.

Salt Spray Capital, LLC

By:

January 14, 2016