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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

LL BS AKB

OMB APPROVAL	
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FACING PAGE

**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 01/01/16 AND ENDING 12/31/16  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Gateway Capital, L.P.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

3009 Post Oak Blvd, Suite 950

OFFICIAL USE ONLY
43888
FIRM I.D. NO.

(No. and Street)

Houston

(City)

Texas

(State)

77056

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

McConnell & Jones, LLP

(Name - if individual, state last, first, middle name)

4828 Loop Central Drive, Suite 100 Houston

(Address)

(City)

Texas

(State)

77081

(Zip Code)

CHECK ONE:

Certified Public Accountant

Public Accountant

Accountant not resident in United States or any 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)

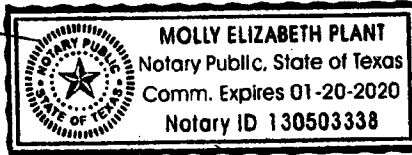
OATH OR AFFIRMATION

I, Harold J Miller, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Galway Capital, L.P., as of March 1,, 2017, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

HJ Miller  
Signature

Managing Director  
Title

Molly Elizabeth Plant  
Notary Public



This report \*\* contains (check all applicable boxes):

- (a) Facing Page.
- (b) Statement of Financial Condition.
- (c) Statement of Income (Loss).
- (d) Statement of Changes in Financial Condition.
- (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- (g) Computation of Net Capital.
- (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination 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.
- (l) An Oath or Affirmation.
- (m) A copy of the SIPC Supplemental Report.
- (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

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

**GALWAY CAPITAL, L.P.**  
**(A Texas Limited Partnership)**

Report of Independent Registered Public Accounting  
Firm,  
Financial Statements and Supplementary  
Information Required by SEC Rule 17a-5

Year Ended December 31, 2016

**GALWAY CAPITAL, L.P.**

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**December 31, 2016**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Partners of  
Galway Capital, L.P.

We have audited the accompanying statement of financial condition of Galway Capital, L.P. (the Partnership) as of December 31, 2016, and the related statements of operations, changes in partners' capital, and cash flows for the year then ended. These financial statements are the responsibility of the Partnership'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 includes 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 the Partnership as of December 31, 2016, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States.

The Net Capital Computation as Required by Rule 15c3-1 of the Securities and Exchange Commission contained in Schedule I (the "Supplemental Information") has been subjected to audit procedures performed in conjunction with the audit of the Partnership's financial statements. The Supplemental Information is the responsibility of the Partnership'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 supplementary information in Schedule I. In forming our opinion on the Supplemental Information, we evaluated whether the Supplemental Information, including its form and content is presented in conformity with 17 C.F.R. §240.17a-5. In our opinion, the Supplemental Information is fairly stated, in all material respects, in relation to the financial statements as a whole.

4828 Loop Central Drive, Suite 1000  
Houston, TX 77081  
Phone: 713.968.1600  
Fax: 713.968.1601

*McConnell & Jones LLP*

Houston, Texas  
March 3, 2017

**GALWAY CAPITAL, L.P.**

**STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2016**

**ASSETS**

Cash	\$	73,902
Accounts receivable		10,000
Prepaid expenses		522
<b>TOTAL ASSETS</b>	<b>\$</b>	<b>84,424</b>

**LIABILITIES AND PARTNERS' CAPITAL**

**LIABILITIES**

Accounts payable	\$	18,719
<b>TOTAL LIABILITES</b>		<b>18,719</b>

**PARTNERS CAPITAL**

Partners' capital		65,705
<b>TOTAL PARTNERS' CAPITAL</b>		<b>65,705</b>

<b>TOTAL LIABILITIES AND PARTNERS' CAPITAL</b>	<b>\$</b>	<b>84,424</b>
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See accompanying notes to financial statements.

**GALWAY CAPITAL, L.P.**  
**STATEMENT OF OPERATIONS**  
**YEAR ENDED DECEMBER 31, 2016**

**REVENUES**

Consulting fees	\$ 25,000
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<b>TOTAL REVENUES</b>	<u>25,000</u>
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**EXPENSES**

Contract labor	18,419
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Occupancy and equipment expenses	11,721
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Technology, data, and communication cost	5,894
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FINRA compliance fees	3,319
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Professional fees	<u>10,182</u>
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<b>TOTAL EXPENSES</b>	<u>49,535</u>
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<b>NET LOSS</b>	<u>\$ (24,535)</u>
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See accompanying notes to financial statements.

**GALWAY CAPITAL, L.P.**

**STATEMENT OF CHANGES IN PARTNERS' CAPITAL**

**YEAR ENDED DECEMBER 31, 2016**

	<u>General Partner</u>	<u>Limited Partner</u>	
	<u>HJ Miller</u>	<u>Galway</u>	
	<u>Company, Inc</u>	<u>Group, LLC</u>	<u>Total</u>
<b>Balance at January 1, 2016</b>	\$ 53	\$ 90,187	\$ 90,240
 Net income	 (245)	 (24,290)	 (24,535)
 <b>Balance at December 31, 2016</b>	 \$ (192)	 \$ 65,897	 \$ 65,705

See accompanying notes to financial statements.



**GALWAY CAPITAL, L.P.**  
**STATEMENT OF CASH FLOWS**  
**YEAR ENDED DECEMBER 31, 2016**

**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net loss	\$ (24,535)
Adjustments to reconcile net loss to net cash used in operating activities:	
Changes in operating assets and liabilities:	
Prepaid expenses	119
Accounts receivable	(6,704)
Accounts payable	14,569
Net cash used in operating activities	<u>(16,551)</u>
Net decrease in cash	(16,551)
Cash – beginning of year	<u>90,453</u>
Cash – end of year	<u>\$ 73,902</u>

See accompanying notes to financial statements.

## **GALWAY CAPITAL, L.P.**

### **NOTES TO FINANCIAL STATEMENTS**

**YEAR ENDED DECEMBER 31, 2016**

#### **NOTE 1 Organization and Operations**

Galway Capital, L.P. (formerly Cornerstone Ventures, L.P.) (the Partnership) was formed as a limited partnership pursuant to the provisions of the Texas Revised Limited Partnership Act, on August 1, 1995. On September 17, 1997, the Partnership was granted registration by the Securities and Exchange Commission pursuant to rule 15(b) of the Securities Exchange Act of 1934. The Partnership is a member of the Financial Industry Regulatory Authority (FINRA).

On November 1, 2004, the partners of Cornerstone Ventures, L.P. changed the name of the Partnership to Galway Capital, L.P. In 2003, the partners of Galway Capital, L.P. formed Galway Group, L.P., a related party, to provide the financial, investment banking and energy consulting services (non broker-dealer services) that had been previously provided by Galway Capital, L.P. The Partnership Agreement provides that the Partnership is to terminate on December 31, 2029 unless terminated earlier in accordance with the terms of the Partnership Agreement.

HJ Miller Company, Inc. is the general partner with a 1% of ownership interest in the Partnership. Galway Group, LLC. (the Group) is the sole limited partner with a 99% ownership interest in the partnership.

All partnership profits, losses and distributions are to be allocated to the partners in proportion to their respective percentage interests.

The Partnership is engaged in investment banking services for small to mid-sized independent companies, both public and private, and operates in a single line of business as a securities broker-dealer, comprising primarily of transaction services. The Partnership does not underwrite securities or participate in the brokerage of publicly traded securities.

In 2016, the Partnership generated a net loss of \$24,535 and had cash of \$73,902 in its bank account. If necessary, the Galway Group, LLC will provide financial support to the Partnership sufficient to satisfy its obligations as they become due until at least January 1, 2018.

**GALWAY CAPITAL, L.P.**

**NOTES TO FINANCIAL STATEMENTS**

**YEAR ENDED DECEMBER 31, 2016**

**NOTE 2 Significant Accounting Policies**

***Basis of Accounting***

The financial statements of the Partnership have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

***Cash and Cash Equivalents***

The Partnership considers all short-term highly liquid investments which are readily convertible into cash and have maturities as of the date of purchase of three months or less to be cash equivalents.

***Revenue Recognition and Accounts Receivable***

For private placements monthly retainers are recorded in revenue when billed and credited to any subsequent placement fee. The placement fee is based on a percentage of funds raised and is recognized as revenue when the funding deals are signed. Revenues for mergers and acquisitions are based on success fees are recognized upon consummation of a transaction. Past due accounts receivable are reviewed monthly for collectability and amount deemed uncollectable are written off to bad debt expense.

***Taxes***

The Partnership is a limited partnership. As a result, the net taxable income of the Partnership and any related tax credits, for federal income tax purposes, are deemed to pass to the individual partners and are included in their personal tax returns even though such net taxable income or tax credits may not actually have been distributed. Accordingly, no tax provision has been made in the financial statements since the income tax is a personal obligation of the individual partners. The Partnership is subject to Texas Franchise Tax and accrues 1% of the gross margin. The Partnership did not incur the Texas Franchise Tax since the gross receipts were less than \$1 million.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make

# **GALWAY CAPITAL, L.P.**

## **NOTES TO FINANCIAL STATEMENTS**

**YEAR ENDED DECEMBER 31, 2016**

estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, if any, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **NOTE 3 Net Capital Requirements**

In accordance with Rule 15c3-1 of the Securities and Exchange Commission ("SEC"), the Partnership's aggregate indebtedness, as defined, shall not exceed 15 times its net capital. The Partnership must also maintain minimum net capital, subject to the requirements of a broker-dealer. As of December 31, 2016, the Partnership's net capital, as defined, of \$55,183 exceeded the required minimum by \$49,183.

### **NOTE 4 Subordinated Liabilities**

There were no liabilities subordinated to claims of general creditors at any time during the year ended December 31, 2016. Therefore, the statement of changes in liabilities subordinated to claims of general creditors specified by rule 17a-5(d)(2) has not been presented for the year ended December 31, 2016.

### **NOTE 5 Reserve Requirements and Information Relating to the Possession or Control Requirements for Broker-Dealers**

A computation for determination of reserve requirements and information relating to possession or control of securities as specified by rule 15c3-3 and rule 17a-5(d)(3) were both omitted and are not required as the Partnership operates pursuant to the exemptive provisions of SEC Rule 15c3-3(k)(2)(i). The Partnership does not hold customer funds or securities.

### **NOTE 6 Securities Investor Protection Corporation**

The Securities Investor Protection Corporation (SIPC) supplemental report specified by rule 17a-5(e)(4) has not been submitted since the Partnership did not generate revenue over \$500,000 during 2016.

**GALWAY CAPITAL, L.P.**

**NOTES TO FINANCIAL STATEMENTS**

**YEAR ENDED DECEMBER 31, 2016**

**NOTE 7 Related Party Transactions**

On April 1, 2013, the Partnership entered into an office and administrative agreement with the Group for certain administrative functions, use of office facilities, equipment and other indirect expenses of operation. On February 1, 2015 the office and administrative agreement was amended and restated. During 2016 the Partnership paid \$12,000 of administrative service fees to Galway Group, LLC.

During 2016, the Partnership did not require Galway Energy Advisor, LLC (the Advisor) for any financial advisory and consultancy services to its clients. The Chairman of the Advisor is the Partnership's general partner.

**NOTE 8 Subsequent Events**

The Partnership has evaluated subsequent events through March 3, 2017, the date which the financial statements were available to be issued.

**SUPPLEMENTARY INFORMATION  
PURSUANT TO RULE 15c3-1 OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AS OF DECEMBER 31, 2016**

**SCHEDULE I**  
**NET CAPITAL COMPUTATION AS REQUIRED BY RULE 15c3-1**  
**OF THE SECURITIES AND EXCHANGE COMMISSION FOR**  
**GALWAY CAPITAL, L.P.**

**As of December 31, 2016**

**COMPUTATION OF NET CAPITAL**

Total assets		\$ 84,424
Less - total liabilities		<u>18,719</u>
Net worth		65,705
Deductions from and/or charges to net worth		
Total non-allowable assets	10,522	
Other deductions or charges	<u>-</u>	
Total deductions from net worth		<u>-</u>
Net capital before haircuts on securities positions		55,183
Haircuts on securities		
Certificates of deposit and commercial paper	-	
U.S. and Canadian government obligations	-	
State and municipal government obligations	-	
Corporate obligations	-	
Stock and warrants	-	
Options	-	
Arbitrage	-	
Other securities	-	
Undue concentration	<u>-</u>	
Net capital		<u>\$ 55,183</u>

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT**

Net capital requirement, the greater of:			
1/15 of Aggregate Indebtedness	\$ 1,248		
Minimum Dollar Requirement	\$ 5,000	\$ 5,000	
Net capital		<u>55,183</u>	
Excess Net Capital		<u>\$ 50,183</u>	
Aggregate Indebtedness		\$ 18,719	
Excess net capital at 1,000%			
(Net capital, less greater of 10% aggregate indebtedness or 120% minimum dollar requirement)		\$ 49,183	
Ratio of aggregate indebtedness to net capital			33.92%
Ratio of subordinated indebtedness to debt/equity total			N/A

There are no material differences between the preceding computation and the Company's corresponding unaudited Part IIA of Form X-17A-5 as of December 31, 2016.

**Report of Independent Registered Public Accounting Firm on Exemption Report**





**McCONNELL & JONES LLP**  
CERTIFIED PUBLIC ACCOUNTANTS

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM  
ON EXEMPTION REPORT**

To the Partners of  
Galway Capital, L.P.

We have reviewed management's statements, included in the accompanying Galway Capital, L.P. Exemption Letter for the year ended December 31, 2016, in which (1) Galway Capital, L.P. identified the following provisions of 17 C.F.R. § 15c3-3(k) under which Galway Capital, L.P. claimed an exemption from 17 C.F.R. § 240.15c3-3(k)(2)(i) (the "exemption provisions") and (2) Galway Capital, L.P. stated that Galway Capital, L.P. met the identified exemption provisions throughout the most recent fiscal year without exception. Galway Capital, L.P.'s management is responsible for compliance with the exemption provisions 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 Galway Capital, L.P.'s compliance with the exemption provisions. 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.

*McConnell & Jones LLP*

Houston, Texas  
March 3, 2017

4828 Loop Central Drive, Suite 1000

Houston, TX 77081

Phone: 713.968.1600

Fax: 713.968.1601

WWW.MCCONNELLJONES.COM

# Galway Capital, LP

Advisors and Investment Bankers to the Energy Industry

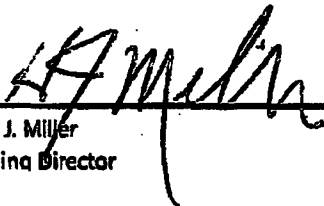
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1. The Company claimed an exemption from 17 C.F.R. § 240.15c3-3(k)(2)(i) under the following provisions of 17 C.F.R. § 240.15c3-3 (k)(2)(i)
2. The Company met the identified exemption provisions in 17 C.F.R. § 240.15c3-3(k)(2)(i) throughout the most recent fiscal year without exception.

I, Harold Miller, swear (or affirm) that, to my best knowledge and belief, this Exemption Report is true and correct.

**Date February 17, 2017**

X



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Harold J. Miller  
Managing Director

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