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OMB APPROVAL	
OMB Number:	3235-0123
Expires:	May 31, 2017
Estimated average burden hours per response.....	12.00

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

SEC FILE NUMBER
8-66069

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 01/01/2016 AND ENDING 12/31/2016  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: Primary Capital, LLC  
 ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
90 Broad Street, 9th Floor  
 (No. and Street)  
 (City) (State) (Zip Code)

OFFICIAL USE ONLY
FIRM I.D. NO.

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\*  
Paritz & Company, P.A.  
 (Name - if individual, state last, first, middle name)

15 Warren Street, Suite 25 Hackensack NJ 07601  
 (Address) (City) (State) (Zip Code)

CHECK ONE:

- Certified Public Accountant
- Public Accountant
- Accountant not resident in United States or any of its possessions.

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\*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)

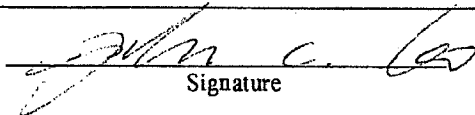
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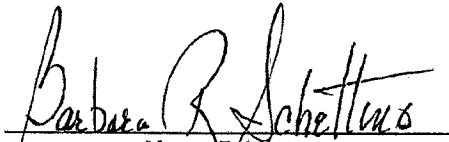
*amp*

OATH OR AFFIRMATION

I, John C. Leo, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Primary Capital LLC, as of December 31, 20 16, 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

  
Signature  
\_\_\_\_\_  
Chairman  
\_\_\_\_\_  
Title

  
Notary Public

**Barbara R. Schettino**  
**Notary Public - New Jersey**  
**My Commission Expires 3-22-2022**

- 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).

**PRIMARY CAPITAL, LLC**  
**STATEMENT OF FINANCIAL CONDITION**  
**DECEMBER 31, 2016**

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**ASSETS**

Cash and cash equivalents	\$ 183,177
Accounts receivable	95,500
Clearing broker deposit	100,000
Commissions receivable	55,106
Securities owned, at market value	32,458
Security deposit	43,505
Property, artwork & equipment, net of accumulated depreciation	132,810

**TOTAL ASSETS** \$ 642,556

**LIABILITIES AND MEMBER'S CAPITAL**

**LIABILITIES**

Accounts payable and accrued expenses	266,134
Deferred rent payable	11,849
<b>TOTAL LIABILITIES</b>	<u>277,983</u>

**MEMBER'S CAPITAL**

**MEMBER'S CAPITAL** 364,573  
**TOTAL LIABILITIES AND MEMBER'S CAPITAL** \$ 642,556

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See notes to financial statements

**PRIMARY CAPITAL, LLC**  
**STATEMENT OF OPERATION**  
**YEAR ENDED DECEMBER 31, 2016**

**REVENUES:**

Commissions	\$ 1,271,865
Trading Income	7,606
Investment banking fees	61,500
Consulting Income	597,707
Finder's Fee Income	1,605,787
Unrealized gains (loss) on marketable securities	(93,092)
Interest income	9

**TOTAL REVENUES** 3,451,382

**EXPENSES:**

Consulting	566,047
Compensation and benefits	266,454
Clearing fees	154,600
Trading fees	12,895
Professional fees	213,824
Investment banking fees	51,219
Rent	281,150
Commissions	2,070,217
Signing bonus	121,755
Travel and entertainment	78,696
Office expenses	144,134
Depreciation	8,734
Insurance	33,896
Regulatory	81,310
Miscellaneous	935

**TOTAL EXPENSES** 4,085,866

**NET LOSS** \$ (634,484)

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See notes to financial statements

**PRIMARY CAPITAL, LLC**  
**STATEMENT OF CHANGES IN MEMBER'S EQUITY**  
**YEAR ENDED DECEMBER 31, 2016**

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	Contributed Capital	Accumulated Deficit	Total Member's Equity
<b>BALANCE JANUARY 1, 2016</b>	<b>\$2,544,586</b>	<b>(\$1,675,529)</b>	<b>\$869,057</b>
Member's Contribution	130,000	0	130,000
Net Loss	<u>-</u>	<u>(634,484)</u>	<u>(634,484)</u>
<b>BALANCE DECEMBER 31, 2016</b>	<b><u>\$2,674,586</u></b>	<b><u>(\$2,310,013)</u></b>	<b><u>\$364,573</u></b>

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See notes to financial statements

**PRIMARY CAPITAL, LLC**  
**STATEMENT OF CASH FLOWS**  
**YEAR ENDED DECEMBER 31, 2016**

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**OPERATING ACTIVITIES**

Net Loss \$ (634,484)

*Adjustment to reconcile net loss to net cash used  
in operating activities:*

Depreciation 8,734

Changes in assets and liabilities

Accounts receivable (80,500)

Prepaid expenses 10,122

Commissions receivable 133,384

Securities owned 111,483

Security deposit 3,600

Accounts payable and accrued expenses 58,055

**Net cash provided operating activities** (389,606)

**INVESTING ACTIVITIES**

Member Contribution 130,000

**Net cash provided investing activities** 130,000

Decrease in Cash (259,606)

Cash-Beginning of year 442,783

Cash-End of year \$ 183,177

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See notes to financial statements

PRIMARY CAPITAL, LLC

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2016

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**1 NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Business***

Primary Capital, LLC, (the "Company") is a registered broker-dealer in securities under the provision of the Securities Exchange Act of 1934 and is a member of the Financial Industry Regulation Authority (FINRA) and the Securities Investor Protection Corporation. The Company is a single member LLC whose parent is Leo Capital Markets, LLC.

The Company has agreements ("Agreements") with two clearing brokers ("Brokers") to clear securities transactions, carry customers' accounts on a fully disclosed basis and perform certain recordkeeping functions. Accordingly, the Company operates under the exemptive provisions of the Securities and Exchange Commission ("SEC") Rule 15c3-3(k)(2)(ii).

***Use of estimates***

The preparation of financial statements in conformity with Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. These estimates and assumptions include collectability of accounts receivable and valuation of securities owned. Certain of management's estimates, including evaluating the collectability of accounts receivable, could be affected by external conditions, including those unique to the Company's industry and general economic conditions. It is possible that these external factors could have an effect on management's estimates that could cause actual results to differ from their estimates and such difference could be material. The Company reevaluates all of their accounting estimates annually based on these conditions and record adjustments when necessary.

***Trading securities***

Trading securities are recorded at fair value on a recurring basis and consist primarily of investments in corporate stocks. Realized trading gains and losses and unrealized gains and losses (fair value adjustments) are reported in the statement of operations.

***Cash***

The Company maintains cash balances at various financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$250,000. The Company's accounts at these institutions may, at times, exceed the federally insured limits. The Company has not experienced any losses in such accounts.

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### ***Revenue recognition***

All securities transactions, commissions, and related expenses for which the Company acts as agent are recorded on a trade date basis.

Investment banking fees include gains, losses and fees, net of syndicate expenses, arising from securities offerings in which the Company acts as an underwriter or agent. Investment banking revenues are recorded at the time the transaction closes.

Finder's fee income is recognized when the transactions closes.

Consulting income is recognized on the straight line basis over the term of the related agreement

Interest and dividend revenues earned from securities owned are accounted for on an accrual basis.

### ***Impairment of long-lived assets***

The Company periodically evaluates whether events or circumstances have occurred that indicate long-lived assets may not be recoverable or that the remaining useful life may warrant revision. When such events or circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value will be recovered through the expected undiscounted future cash flows resulting from the use of the asset. In the event the sum of the expected undiscounted future cash flows is less than the carrying value of the asset, an impairment loss equal to the excess of the asset's carrying value over its fair value is recorded. Fair value is determined based on discounted cash flows or appraised values depending on the nature of the assets. The long-term nature of these assets requires the estimation of cash inflows and outflows several years into the future.

### ***Fair value measurements***

The Company adopted the provisions of ASC Topic 820, "Fair Value Measurements and Disclosures", which defines fair value as used in numerous accounting pronouncements, establishes a framework for measuring fair value and expands disclosure of fair value measurements.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes 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. ASC 820 describes three levels of inputs that may be used to measure fair value:

Level 1 — quoted prices in active markets for identical assets or liabilities

Level 2 — quoted prices for similar assets and liabilities in active markets or inputs that are observable

Level 3 — inputs that are unobservable (for example cash flow modeling inputs based on assumptions)

The estimated fair value of certain financial instruments, including cash, commission receivable, due from broker, clearing broker deposit and accounts payable and accrued expenses are carried at historical cost basis, which approximates their fair values because of the short-term nature of these instruments. Securities owned are valued using a Level 1 input.



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### ***Property and equipment***

Property and equipment are stated at cost. Depreciation of property and equipment are computed using the straight-line method over the estimated useful lives of the assets, generally five to seven years.

### ***Income taxes***

The Company is organized as a single member Limited Liability Company ("LLC") and is considered a disregarded entity for income tax purposes. Accordingly, the Company does not file a Federal and state income tax return and any income taxes due from the Company is filed with the member's personal tax return.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The Company has no material uncertain tax positions for any of the reporting periods presented.

### ***Rental Expense***

Rental expense is accounted for on the straight-line method. Deferred rent payable as of December 31, 2016 which aggregates \$11,849 represents the excess of recognized rent over scheduled lease payments and is included in accounts payable and accrued expenses on the accompanying statement of financial condition.

## **2 CLEARING BROKER DEPOSIT**

The Company is required to maintain clearing deposits of \$50,000 with Alpine Securities and \$50,000 with COR Clearing, under the terms of its fully disclosed clearing agreements. The Company is required, among other things, to maintain excess net capital of \$100,000.

## **3 REGULATORY NET CAPITAL REQUIREMENTS**

The Company is subject to the SEC's Uniform Net Capital Rule, which requires the maintenance of minimum regulatory net capital and requires that, the ratio of aggregate indebtedness to regulatory net capital not to exceed 15 to 1. At December 31, 2016 the Company had regulatory net capital of \$ 60,300 which exceeded requirements by \$41,768. The Company's ratio of aggregate indebtedness to net capital was 4.61 to 1.

## **4 SECURITIES OWNED**

Securities owned and on margin consist of equity securities owned by the Company. At December 31, 2016, securities owned at market value were common stocks. No margin existed at that date.

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**5 PROPERTY AND EQUIPMENT**

Property and equipment at December 31, 2016 are as follows:

	Amount	Estimated Useful Life
Computer	\$ 23,492	5 years
Furniture and equipment	107,448	7 years
Leasehold improvements	75,362	39.5 years
	<u>206,302</u>	
Less accumulated depreciation	<u>(73,492)</u>	
	<u>\$132,810</u>	

**6 COMMITMENTS AND CONTINGENCIES**

**Operating Lease**

The Company is committed under non-cancelable operating leases for the office space which expire through September 2020. The aggregate minimum future payments under these lease are as follows:

Year ending December 31, 2016	\$186,000
2017	\$158,000
2018	\$143,000
2019	\$143,000
2020	\$108,000

In addition, the Company leases additional office space in NY through a related party, pursuant to a lease agreement which expires in January 1, 2018, which requires annual rentals of approximately \$55,400 plus operating expenses.

Rental expense charged to operations for the year ended December 31, 2016 aggregated approximately \$281,000.

**7 RISKS AND UNCERTAINTIES**

Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the balance sheet.

**8 SUBSEQUENT EVENTS**

The Company has evaluated events occurring after the date of these financial statements through February 28, 2017 the date that these financial statements were issued. There were no material subsequent events as of that date which would require disclosure in or adjustments to these financial statements.

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**PRIMARY CAPITAL, LLC**

**SCHEDULE I – COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1  
OF THE SECURITIES AND EXCHANGE COMMISSION**

**SCHEDULE II – STATEMENT PURSUANT TO RULE 17A-5(D)(2) OF THE SECURITIES  
AND EXCHANGE COMMISSION**

**SCHEDULE III – COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS  
AND INFORMATION RELATING TO POSSESSION OF CONTROL REQUIREMENTS UNDER  
RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION**

**SCHEDULE IV - INFORMATION RELATING TO THE POSSESSION OF CONTROL  
REQUIREMENTS UNDER RULE 15c3-3**

**SCHEDULE V – INDEPENDENT AUDITORS' REPORT ON APPLYING AGREED-UPON  
PROCEDURES TO AN ENTITY'S SIPC ASSESSMENT RECONCILIATION**

**PRIMARY CAPITAL, LLC**  
**SCHEDULE I**  
**COMPUTATION OF NET CAPITAL PURSUANT TO RULE 15c3-1**  
**OF THE SECURITIES AND EXCHANGE COMMISSION**

DECEMBER 31, 2016

<b>Computation of net capital</b>	
Total member's capital from statement of financial condition	\$ 364,573
Less – Non-allowable assets	
Property and equipment – net	132,810
Security deposit	43,505
Account Receivables	95,500
Blockage	32,458
Net capital before haircuts	60,300
Haircuts on securities positions	
Other securities	0
<b>Net capital</b>	<b>\$ 60,300</b>
<b>Computation of aggregate indebtedness</b>	
Accounts payable, accrued expenses, deferred rent payable	\$ 277,983
<b>Aggregate indebtedness</b>	<b>\$ 277,983</b>
<b>Computation of basic net capital requirement</b>	
Minimum net capital required (6 2/3% of aggregate indebtedness)	\$ 18,532
Minimum dollar per capital requirements	5,000
<b>Net capital requirement (greater of minimum net capital or dollar requirement)</b>	<b>\$ 18,532</b>
<b>Excess net capital</b>	<b>\$ 41,768</b>
<b>Net capital less 120% of minimum dollar net capital required</b>	<b>\$ 38,062</b>
<b>Ratio: aggregate indebtedness to net capital</b>	<b>4.61 to 1</b>
Reconciliation with Company's computation (included in Part II of Form X-17A-5 as of December 31, 2016)	
Net capital, as reported in Company's Part II (unaudited) Focus Report	\$ 60,300
<b>Net capital, as included in this report</b>	<b>\$ 60,300</b>

**PRIMARY CAPITAL, LLC**  
**SCHEDULE II**  
**STATEMENT PURSUANT TO RULE 17a-5(d)(2) OF THE**  
**SECURITIES AND EXCHANGE COMMISSION**

**DECEMBER 31, 2016**

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The Company had no liability subordinated to claims of general creditors as of January 1, 2017. In addition, there were none in existence during the year ended December 31, 2016 and, accordingly, there are no changes to report.

**PRIMARY CAPITAL, LLC**

**SCHEDULE III  
COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS  
AND INFORMATION RELATING TO POSSESSION OF CONTROL REQUIREMENTS  
UNDER RULE 15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION**

**DECEMBER 31, 2016**

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**COMPUTATION FOR DETERMINATION OF RESERVE REQUIREMENTS**

The Company operates under the exemptive provisions of paragraph (k)(2)(ii) of SEC Rule 15c3-3. The Company has no customers.

**INFORMATION RELATING TO POSSESSION OR CONTROL REQUIREMENTS**

The Company has complied with the exemptive requirements of Rule 15c3-3 and did not maintain possession or control of any customer funds or securities as of December 31, 2016.



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Hackensack, New Jersey 07601  
(201) 342-7753  
Fax: (201) 342-7598  
www.paritz.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member  
of Primary Capital, LLC

We have reviewed management's statements, included in the accompanying Information Relating to Possession of Control Requirements Under Rule 15c-3-3 of the Securities and Exchange Commission, in which (1) Primary Capital, LLC identified the following provisions of 17 C.F.R. §15c3-3(k) under which Primary Capital, LLC claimed an exemption from 17 C.F.R. §240.15c3-3: (k)(2)(ii) (the "exemption provisions") and (2) Primary Capital, LLC stated that Primary Capital, LLC met the identified exemption provisions throughout the most recent fiscal year without exception. Primary Capital, LLC'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 Primary Capital LLC'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)(ii) of Rule 15c3-3 under the Securities Exchange Act of 1934.

A handwritten signature in cursive script that reads 'Paritz &amp; Company, P.A.'.

Hackensack, NJ

February 28, 2017

**PRIMARY CAPITAL, LLC  
SCHEDULE IV**

**INFORMATION RELATING TO THE POSSESSION OF CONTROL REQUIREMENTS UNDER RULE  
15c3-3 OF THE SECURITIES AND EXCHANGE COMMISSION  
DECEMBER 31, 2016**

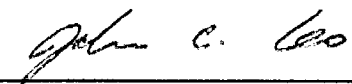
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Primary Capital, LLC (the "Company") is a registered broker-dealer subject to Rule 17a-5 promulgated by the Securities and Exchange Commission (17 C.F.R. §240.17a-5, "Reports to be made by certain brokers and dealers"). This Exemption Report was prepared as required by 17 C.F.R. § 240.17a-5(d)(1) and (4). To the best of its knowledge and belief, the Company states the following:

The Company claimed an exemption from 17 C.F.R. § 240.15c3-3 under the following provisions of 17 C.F.R. § 240.15c3-3 (k)(2)(ii). The Company has complied with the exemptive requirements of Rule 15c3-3 and did not maintain possession or control of any customer funds or securities for the period January 1, 2016 through December 31, 2016 without exception.

**Primary Capital, LLC**

I, John C. Leo, swear (or affirm) that, to the best of my knowledge and belief, this Exemption Report is true and correct.

By 

John C. Leo, Chairman  
February 28, 2017





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www.paritz.com

INDEPENDENT ACCOUNTANT'S AGREED-UPON PROCEDURES REPORT ON SCHEDULE OF  
ASSESSMENT AND PAYMENTS (FORM SIPC-7)

To the Member  
Primary Capital, LLC

In accordance with Rule 17a-5(e)(4) under the Securities Exchange Act of 1934, we have performed the procedures enumerated below with respect to the accompanying Schedule of Assessment and Payments (Form SIPC-7) to the Securities Investor Protection Corporation (SIPC) for the year ended December 31, 2016, which were agreed to by Primary Capital, LLC, and the Securities and Exchange Commission, Financial Industry Regulatory Authority, Inc., and SIPC, solely to assist you and the other specified parties in evaluating Primary Capital LLC's compliance with the applicable instructions of Form SIPC-7. Primary Capital LLC's management is responsible for Primary Capital LLC's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. The procedures we performed and our findings are as follows:

- 1) Compared the listed assessment payments in Form SIPC-7 with respective cash disbursement records entries including canceled checks, noting no differences;
- 2) Compared the amounts reported on the audited Form X-17A-5 for the year ended December 31, 2016, as applicable, with the amounts reported in Form SIPC-7 for the year ended December 31, 2016, noting no differences;
- 3) There were no adjustments reported in Form SIPC-7.
- 4) Proved the arithmetical accuracy of the calculations reflected in Form SIPC-7 and in the related schedules and working papers supporting the adjustments noting no differences; and
- 5) Compared the amount of any overpayment applied to the current assessment with the Form SIPC-7 on which it was originally computed, noting no differences (if applicable).

We were not engaged to, and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties listed above and is not intended to be and should not be used by anyone other than these specified parties.

A handwritten signature in cursive script that reads 'Paritz &amp; Company, P.A.'.

Hackensack, NJ

February 28, 2017

**PRIMARY CAPITAL LLC**  
**SCHEDULE OF SECURITIES INVESTOR PROTECTION CORPORATION**  
**ASSESSMENTS AND PAYMENTS**  
**FOR THE YEAR ENDED DECEMBER 31, 2016**

SIPC Net Operating Revenues per General Assessment Reconciliation Form SIPC-7	\$3,389,866
General Assessments at .0025	8,474
Payments remitted with form SIPC-6	<3,490>
Less prior overpayment applied	<u>-</u>
Amount due (overpayment) with form SIPC-7	<u><u>\$ 4,985</u></u>

**PRIMARY CAPITAL, LLC**  
**FINANCIAL STATEMENTS**  
**AND**  
**SUPPLEMENTARY INFORMATION**  
**WITH**  
**INDEPENDENT AUDITORS' REPORT**  
**YEAR ENDED DECEMBER 31, 2016**

**PRIMARY CAPITAL, LLC**

**TABLE OF CONTENTS**

	<b>Page</b>
<b>Independent Auditors' Report</b>	<b>1</b>
<b>Facing Page and Oath or Affirmation</b>	<b>2</b>
<b>Financial Statements</b>	
Statement of Financial Condition	4
Statement of Operations	5
Statement of Changes in Member's Capital	6
Statement of Cash Flows	7
Notes to Financial Statements	8
<b>Supplemental Information</b>	
Schedule I - Computation of Net Capital Pursuant to Rule 15c3-1 Of the Securities and Exchange Commission	13
Schedule II - Statement Pursuant to Rule 17a5(d)(2) of the Securities and Exchange Commission	14
Schedule III - Computation for Determination of Reserve Requirements and Information Relating to Possession of Control Requirements Under Rule 15c3-3 of the Securities and Exchange Commission	15
Schedule IV - Information Relating to the Possession of Control Requirements Under Rule 15c3-3	16
Schedule V - Independent Auditors' Report on Applying Agreed-Upon Procedures To An Entity's SIPC Assessment Reconciliation	18



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Member  
of Primary Capital, LLC

We have audited the accompanying statement of financial condition of Primary Capital, LLC as of December 31, 2016, and the related statements of operations, changes in member's equity, and cash flows for the year then ended. These financial statements are the responsibility of Primary 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 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 Primary Capital, LLC as of December 31, 2016, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

The Computation of Aggregate Indebtedness and Net Capital pursuant to Rule 15c3-1 of the Securities and Exchange Commission has been subjected to audit procedures performed in conjunction with the audit of Primary Capital, LLC's financial statements. The supplemental information is the responsibility of Primary 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 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 Computation of Aggregate Indebtedness and Net Capital pursuant to Rule 15c3-1 of the Securities and Exchange Commission is fairly stated, in all material respects, in relation to the financial statements as a whole.

A handwritten signature in cursive script that reads 'Paritz &amp; Company, P.A.'.

Hackensack, NJ

February 28, 2017